

L24000057279

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

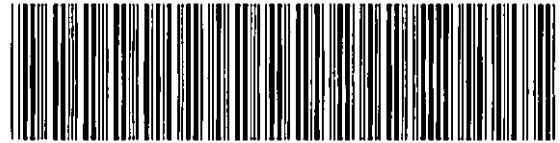
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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7024 JAN -4 PM 5:31
SECTION 3
TALLAHASSEE

T.J.H

2/2/24

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Protean Fitness L.L.C.

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Anthony Morales

(Contact Person)

MyUSACorporation.com

(Firm/Company)

1 Radisson Plaza, Suite 800

(Address)

New Rochelle, NY 10801

(City, State and Zip Code)

info@myusacorporation.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Anthony Morales

at (877) 330-2677

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED
2024 JAN - 4 PM 5:31
TALLAHASSEE, FL
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Protean Fitness L.L.C.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of DC
(Enter state, or if a non-U.S. entity, the name of the country)

on 01/12/2021
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Protean Fitness L.L.C.

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____.

(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.


5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.


FILED
2024 JAN -4 PM 5:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 19th day of December 20

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Andrew Gallagher Title: Member

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: 
Printed Name: Andrew Gallagher Title: Member

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FILED
JAN -4 PM 5:31
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Protean Fitness L.L.C.

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

10255 Sand Cay Ln

West Palm Beach, FL 33412

Mailing Address:

10255 Sand Cay Ln

West Palm Beach, FL 33412

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Incorp Services, Inc.

Name

3458 Lakeshore Drive

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee

FL

32312

City

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.,



Registered Agent's Signature (REQUIRED)

(CONTINUED)

FILED
JAN -4 PM 5:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Andrew Gallagher

10255 Sand Cay Ln

West Palm Beach, FL 33412

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Andrew Gallagher

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

1/24 JAN -4 PM 5:31
SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/11/01 BY 1043

FILED

**SPECIAL AND REVOCABLE
LIMITED POWER OF ATTORNEY**

TO ALL PERSONS, be it known, that INCORP SERVICES, INC., a Nevada corporation ("Grantor"), does hereby make and grant a limited and specific power of attorney to Anthony Morales and appoint and constitute said individual as its attorney-in-fact ("Attorney-in-Fact"). This Special and Revocable Limited Power of Attorney hereby revokes any and all former powers of attorney given by Grantor to Attorney-in-Fact.

Attorney-in-Fact shall have the limited power and authority to undertake, commit and perform only the following acts on Grantor's behalf to the same extent as if Grantor had done so personally, all with full power of substitution and revocation in the presence:

Authority to accept appointment as registered agent on behalf of Grantor, for entities which MyUSACorporation.com, a Wyoming corporation, has purchased resident agent service on or through their account with Grantor. After each exercise of such authority, Attorney-in-Fact shall notify Grantor of the same.

TERMINATION: Unless sooner revoked or terminated by Grantor, this Special and Revocable Limited Power of Attorney shall become NULL and VOID from and after December 31st, 2023.



Louise Breytenbach, Chief Operating Officer

Dated: January 10th, 2023

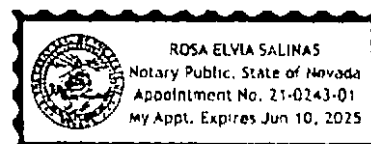
STATE OF NEVADA)
) ss
COUNT OF CLARK)

This Special and Revocable Limited Power of Attorney was acknowledged before me on January 10th, 2023, by Louise Breytenbach, as Chief Operating Officer of InCorp Services, Inc., a Nevada corporation.



Notary Public in the State of Nevada

My Commission Expires: June 10, 2025



FILED
JAN - 4 PM 5:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Protean Fitness L.L.C.

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Anthony Morales

(Contact Person)

MyUSACorporation.com

(Firm/Company)

1 Radisson Plaza, Suite 800

(Address)

New Rochelle, NY 10801

(City, State and Zip Code)

info@myusacorporation.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Anthony Morales

at (877) 330-2677

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED
JAN - 6 PM 5:33
TALLAHASSEE, FL

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following
"Other Business Entity" into a Florida Limited Liability Company in accordance with s.605.1045, Florida
Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Protean Fitness L.L.C.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of DC
(Enter state, or if a non-U.S. entity, the name of the country)

on 01/12/2021
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Protean Fitness L.L.C.

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____.
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after
the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the
document's effective date on the Department of State's records.

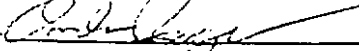
5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to
which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.


FILED
JAN - 4 PM 5:31
REC'D
FILED
JAN - 4 PM 5:31

Signed this 19th day of December 20 .

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Andrew Gallagher Title: Member

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: 
Printed Name: Andrew Gallagher Title: Member

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FILED
10/19 JAN-4 PM 5:31
SECRET
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Protean Fitness L.L.C.

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

10255 Sand Cay Ln
West Palm Beach, FL 33412

Mailing Address:

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West Palm Beach, FL 33412

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Incorp Services, Inc.

Name

3458 Lakeshore Drive

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee

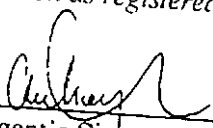
FL

32312

City

Zip

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Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV.

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Andrew Gallagher

10255 Sand Cay Ln

West Palm Beach, FL 33412

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

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Andrew Gallagher

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
\$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)

FILED

1/4 JAN -4 PM 5:31

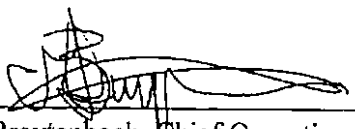
**SPECIAL AND REVOCABLE
LIMITED POWER OF ATTORNEY**

TO ALL PERSONS, be it known, that INCORP SERVICES, INC., a Nevada corporation ("Grantor"), does hereby make and grant a limited and specific power of attorney to Anthony Morales and appoint and constitute said individual as its attorney-in-fact ("Attorney-in-Fact"). This Special and Revocable Limited Power of Attorney hereby revokes any and all former powers of attorney given by Grantor to Attorney-in-Fact.

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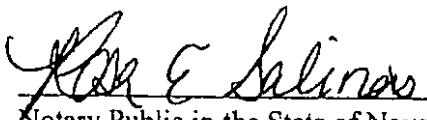


Louise Breytenbach, Chief Operating Officer

Dated: January 10th, 2023

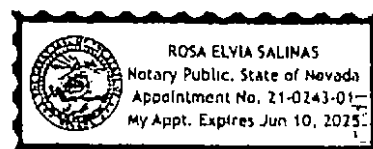
STATE OF NEVADA)
) ss
COUNT OF CLARK)

This Special and Revocable Limited Power of Attorney was acknowledged before me on January 10th, 2023, by Louise Breytenbach, as Chief Operating Officer of InCorp Services, Inc., a Nevada corporation.



Notary Public in the State of Nevada

My Commission Expires: June 10, 2025



RECEIVED
JAN -4 PM 5:30
FILED