

124000086776

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

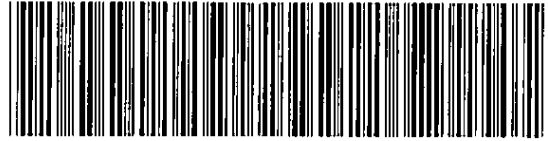
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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01/24/24--01024--004 \*\*150.00

FILED  
2024 JAN 24 AM 9:01  
STATE  
OF FLORIDA  
TALLAHASSEE, FL

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** PHYSTERS

(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:

THOMAS J CARVELLI

(Contact Person)

PHYSTERIS, LLC

(Firm/Company)

841 NE 18TH AVE

(Address)

FT. LAUDERDALE, FL 33304

(City, State and Zip Code)

tom.carvelli@gmail.com

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

For further information concerning this matter, please call:

TOM CARVELLI

(Name of Contact Person)

at ( 908 ) 489-4657

(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

2024 JAN 24 AM 9:00

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**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:  
PHYSTERIS

(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 NEW JERSEY  
(Enter state, or if a non-U.S. entity, the name of the country)

on JUNE 14, 2005  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
PHYSTERIS

(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.


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2024 JAN 24 AM 9:11

Signed this 16th day of JANUARY 2024.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: \_\_\_\_\_  
Printed Name: THOMAS J CARVELLI Title: SOLE MEMBER

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

Signature:   
Printed Name: THOMAS J CARVELLI Title: SOLE 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:	\$20.00 (Optional)

FILED  
2024 JAN 24 AM 9:01  
CLERK OF CIRCUIT COURT  
STATE OF FLORIDA  
HALL COUNTY, FL

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

PHYSTERIS LLC

(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:

841 NE 18TH AVE  
FT. LAUDERDALE, FL 33304

### Mailing Address:

841 NE 18TH AVE  
FT. LAUDERDALE, FL 33304

## 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:

THOMAS J CARVELLI

Name

841 NE 18TH AVE

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

FT. LAUDERDALE

FL 33304

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)

2024 JAN 24 AM 9:01  
STATE  
OF FLORIDA

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**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:**

THOMAS J CARVELLI

841 NE 18TH AVE

FT. LAUDERDALE, FL 33304

(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.

THOMAS J CARVELLI

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)**

2024 JAN 24 AM 9:00

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FILED

2024 JAN 24 AM 9:01

U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

**PLAN OF CONVERSION  
TO  
FLORIDA LIMITED LIABILITY COMPANY**

This PLAN OF CONVERSION (the "PLAN") is hereby adopted this 16<sup>th</sup> day of January 2024, by Thomas J Carvelli (the "SOLE MEMBER"), the sole member of PHYSTERIS LLC, a New Jersey Limited Liability Company (the "COMPANY").

**RECITALS**

WHEREAS, the COMPANY is a New Jersey Limited Liability Company, with New Jersey identification number 0400095414 formed June 14<sup>th</sup>, 2004; and

WHEREAS, the COMPANY was issued a Federal EIN by the IRS of 20-3024817 on June 21<sup>st</sup>, 2005; and

WHEREAS, 100% of the COMPANY ownership was transferred to SOLE MEMBER on January 1<sup>st</sup>, 2018; and

WHEREAS, the SOLE MEMBER desires to convert the Company to PHYSTERIS LLC, a Florida Limited Liability Company ("NEW ENTITY").

NOW THEREFORE, the SOLE MEMBER hereby adopts the following:

1. The SOLE MEMBER hereby approves the conversion of the COMPANY to the NEW ENTITY (the "CONVERSION").
2. The SOLE MEMBER intends the COMPANY to continue its existence as a Florida Limited Liability Company after its conversion.
3. The SOLE MEMBER's percentage interest in the NEW ENTITY shall be equal to the SOLE MEMBER's percentage interest in the COMPANY.
4. The New Jersey Certificate of Conversion converting the COMPANY to the NEW ENTITY is attached hereto as Exhibit A.



5. The proposed Florida Articles of Conversion & Organization of the NEW ENTITY are attached hereto as Exhibit B.
6. The proposed Operating Agreement of the NEW ENTITY is attached hereto as Exhibit C.
7. The CONVERSION shall be effective upon filing of the Certificate of Conversion with the Treasurer of the State of New Jersey.

Dated: 01/16/2024

By:  (sign)

By: Thomas J Carvelli (print)

841 NE 18th Ave

Ft. Lauderdale, FL 33304

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2024 JAN 24 AM 9:02  
STATE  
TREASURER

**Exhibit A**  
**New Jersey Certificate of Conversion converting the COMPANY**  
**to the NEW ENTITY**

**FILED**

2024 JAN 24 AM 9:02

STATE OF NEW JERSEY  
TREASURER'S OFFICE  
NEWARK, NEW JERSEY

**NJ DIVISION OF REVENUE AND ENTERPRISE SERVICES**  
**CD-101 CERTIFICATE OF CONVERSION**  
(For Use When Resulting Business will be a Non-NJ (Foreign) Entity)

Read the attached notice and instructions before filing.

Transaction Type (Select one transaction type):

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> NJ Corp to Foreign LLC  | <input checked="" type="checkbox"/> NJ LLC to Foreign Corp | <input type="checkbox"/> NJ LLC to Foreign LLC       |
| <input type="checkbox"/> NJ Corp to Foreign Corp | <input type="checkbox"/> Foreign Corp to Foreign LLC       | <input type="checkbox"/> Foreign LLC to Foreign Corp |
| <input type="checkbox"/> Other (Specify) _____   |  |  |

10 Digit ID of Converting Business: **0400095414** Jurisdiction of Converted Business: **FLORIDA**

Name of Converting Business: **PHYSTERIS LLC**

Name of Converted Business: **PHYSTERIS LLC**

Purpose of the Resulting Business: **CONSULTING**

Original Filing Date in Home Jurisdiction: **06/14/2004** Effective Date: \_\_\_\_\_

Registered Agent: **THOMAS J CARVELLI** Address: **841 NE 18TH AVE**

**FT. LAUDERDALE, FL 33304**

The resulting foreign business may be served with process at the Registered Office above in any proceeding to enforce any obligation of the resulting or converting business. The resulting business irrevocably appoints the Division as its agent to accept service of process in any proceeding to enforce any obligation of the resulting or converting business. The Division may serve process on the resulting business at the Registered Office above.

If the converting business is a NJ LLC, it hereby surrenders its Certificate of Formation.

The undersigned attest that this transaction was approved in accordance with the applicable NJ laws (and other state law(s) if applicable) and in accordance with the documents that govern the management of the business. List the statutory provisions that apply (Optional): \_\_\_\_\_

Attach any additional documentation relating to the conversion/domestication (Optional).

Signature:  Date: **01/16/2024**

Print Name: **THOMAS J CARVELLI** Title: **SOLE MEMBER**

\*Attach additional sheets if there are more signatories to this transaction.

FILED  
2024 JAN 16 AM 9:03  
CLERK OF SUPERIOR COURT  
JUDICIAL DISTRICT OF CLERK

**NJ DIVISION OF REVENUE AND ENTERPRISE SERVICES**  
**CD-101 CERTIFICATE OF CONVERSION**  
**(For Use When Resulting Business Being a Non-NJ (Foreign) Entity)**

2024 JAN 24  
11:02  
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**Notice and Instructions**

Use this form to file for a conversion or domestication in which **the resulting business will be a foreign authorized entity** pursuant to the NJ Business Corporation Act or NJ Uniform Limited Liability Company Act as applicable.

Do not use this form if the resulting entity: 1) intends to cease business operations in New Jersey (file the appropriate dissolution/termination or withdrawal form instead); or 2) wishes to continue business operations as a domestic (NJ) entity (use Form CD-100 instead). Likewise, do not use this form for converting a non-profit corporation to a for-profit corporation. See the guidelines for non-profit corporation conversions. (N.J.S.A. 15A:1-4)

Note that this form is provided as a convenience to the business community. It does not constitute legal advice.

Filing Fee -- \$75

**Transaction Type:** Select a transaction type based on the desired conversion/domestication action desired. Note that NJ law currently provides conversion/domestication pathways for LLCs and for profit corporations, but at this time, not limited partnerships, limited liability partnerships or general partnerships. For specialized conversions of non-profit corporations to for-profit corporations, see our informational page. (N.J.S.A. 15A:1-4)

**10 Digit ID of Converting Business:** Enter the 10 digit number assigned to the business by the Division. Visit the Division's web site at <https://www.njportal.com/DOR/businessrecords/> to obtain the business names and IDs.

**Jurisdiction of Converted Business:** Enter the jurisdiction (state) of the converted entity.

**Name of Converting Business (Name Before Transaction):** Enter the name shown on the Division's records. Visit the Division's web site at <https://www.njportal.com/DOR/businessrecords/> to obtain the business names and IDs.

**Name of Converted Business (Name After Transaction):** Enter the name of the converted/domesticated (resulting) business. Be sure to use the correct designator.

**Business Purpose:** List the business purpose of the converted/domesticated (resulting) business. The general purpose description suffices. Provide a more detailed description if desired.

**Original Filing Date in Home Jurisdiction:** Enter the date of filing in the new jurisdiction if the entity has converted from a domestic NJ entity to an authorized foreign NJ entity.

**Effective Date:** Leave the field blank if the desire is to have the transaction effective as of the date of filing by the Division. Alternately, enter a future date of not more than ninety (90) days from the date of submittal of the filing form to the Division.

**Registered Agent and Office Address:** Enter the name of the registered agent and the registered agent office address [www.nj.gov/njbgs](http://www.nj.gov/njbgs). (Step-by-Step videos are available on the Division's webpage. Online Formation video discusses Registered Agent information)

**Attachments:** Attach any relevant language and/or provisions that the business wishes to have reflected on the public record.

**Signature:** Provide the name, signature title and date of signature(s) of the person executing the filing. Ensure that the authorized party(ies) sign as per the applicable statute.

**Make checks payable to:** Treasurer, State of New Jersey. (No cash, please)

**Mail to:** NJ Division of Revenue and Enterprise Services, PO Box 308, Trenton, NJ 08646-0308

**FAX File:** 609.984.6851 (Fax Filing is an optional expedited service subject to processing fees that are in addition to those stated above)

**Exhibit B**  
**Florida Articles of Conversion & Organization of the NEW**  
**ENTITY**

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2024 JAN 24 AM 9:02

STATE  
OF FLORIDA