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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

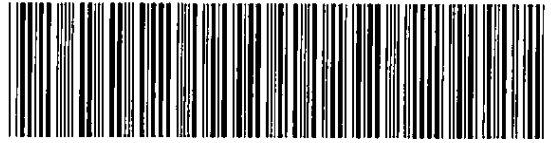
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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07/12/24--01014--010 **150.00

07/12/24 10:14 AM

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:
SMI Awards, LLC

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

on July 21, 2008
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
SMI Awards, LLC

(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.

Signed this _____ day of _____ 20_____.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Douglas B. Dunlevy Title: Manager

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

Signature: 
Printed Name: Douglas B. Dunlevy Title: Manager

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)
Confidentiality Fee:	\$5.00 (Optional)

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

SMI Awards, 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:

SMI Awards, LLC
5026 Flagstone Drive
Sarasota, FL 34238

Mailing Address:

SMI Awards, LLC
5026 Flagstone Drive
Sarasota, FL 34238

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:

Douglas B. Dunlevy

Name

5026 Flagstone Drive

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

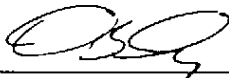
Sarasota

FL 34238

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)

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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

MGR

Name and Address:

Douglas B. Dunlevy

5026 Flagstone Drive

Sarasota, FL 34238

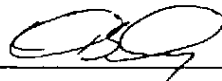
(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

The mailing address to which the department may send any process served pursuant to 605.0117 and Chapter 48 is as follows: SMI Awards, LLC, 5026 Flagstone Drive, Sarasota, FL 34238

Attn: Douglas B. Dunlevy, Manager and Registered Agent

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.

Douglas B. Dunlevy

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)

Exhibit A

PLAN AND CERTIFICATE OF MERGER OF SMI AWARDS, LLC FROM A MASSACHUSETTS LIMITED LIABILITY COMPANY TO A FLORIDA LIMITED LIABILITY COMPANY

This Plan and Certificate of Conversion ("Plan and Certificate of Conversion") of SMI Awards, LLC, a Massachusetts limited liability company (the "LLC"), is made and entered into effective as of July __, 2024, in accordance with M.G.L. c. 156C, Section 59(b) (the "Massachusetts Limited Liability Company Act") and 950 C.M.R. 117 promulgated thereunder.

RECITALS

A. WHEREAS: the LLC is presently owned by one individual; namely Douglas B. Dunlevy ("Dunlevy");

B. WHEREAS: THE LLC was formed under the name SMI Awards, LLC on July 21, 2008 by the filing of a certificate of organization with the Secretary of State of the Commonwealth of Massachusetts.

C. WHEREAS: the LLC is managed by its sole manager, Douglas B. Dunlevy, ("Manager");

D. WHEREAS: M.G.L. c. 156C, Section 59(b), and the regulations promulgated thereunder, permit a Massachusetts limited liability company such as the LLC to merge into a foreign limited liability company;

E. WHEREAS: Florida Statutes Section 605.1045 permits a limited liability organized under a state other than Florida to be converted into a Florida limited liability company;

D. WHEREAS: the LLC desires to have the sole owner of the LLC (Douglas B. Dunlevy) to acquire and own all of the interests of the resultant limited liability company by virtue of the conversion of the LLC from a Massachusetts limited liability company to a Florida limited liability company (the "SMI Florida"), and thereupon to have all of the assets, liabilities, properties, rights and obligations of the LLC transferred or deemed transferred to the resultant limited liability company (the "Conversion"); and

E. WHEREAS: the LLC has filed Articles of Organization and Articles of Conversion in Florida on behalf of the Florida LLC in accordance with the applicable law of Florida.

NOW, THEREFORE, the LLC does hereby adopt this Plan and Certificate of Conversion to effectuate the Conversion as follows:

1. Federal Tax I.D. Number of the LLC. The Federal income tax identification number of the LLC is: 26-3013471.
2. Office Location of LLCs.
 - a. The office location and mailing address of the LLC is as follows: 20 Cabot Blvd., Suite 300, Mansfield, MA 02048.
 - b. The office location and mailing address of SMI Florida is as follows: 5026 Flagstone Drive, Sarasota, FL 34238.
3. Date of Formation of LLCs. The LLC was formed on July 21, 2008. SMI Florida was formed July , 2024.
4. Name of Surviving Entity. The name of the surviving entity is and shall be SMI Awards, LLC.
5. Duly Adopted Certificate of Merger and Merger. The Merger of the LLC into SMI Florida has been duly adopted in accordance with the laws of the Commonwealth of Massachusetts and the State of Florida.
6. Effective Date. The Merger of the LLC into SMI Florida shall be effective on the date that all documents necessary to effectuate the merger are filed with the Commonwealth of Massachusetts, Corporation Division.
7. Documents to be Kept on File. This Plan and Certificate of Conversion and all related documents shall be kept on file at the office of SMI Florida at its street address as follows: SMI Awards, LLC, 5026 Flagstone Drive, Sarasota, FL 34238.

8. Documents to be Made Available. This Plan and Certificate of Conversion and all related documents will be furnished by SMI Florida on request and without cost to any member of SMI Florida or to any other individual or entity holding an interest in any other business entity.
9. Agent for Service of Process on SMI Florida. SMI Florida agrees that if it does not continually maintain an agent for service of process in the Commonwealth of Massachusetts, that it does hereby appoint the Secretary of the Commonwealth of Massachusetts to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in M.G.L. c. 156D, Part 15, Section 15.10.
10. Miscellaneous Requirements of 950 C.M.R. 112.17 (and 112.11 via 112.17).
 - a. Manager and Manager Address. Douglas B. Dunlevy is the sole manager of both the LLC and SMI Florida and his business address is the same as the respective business addresses of the LLC and SMI Florida.
 - b. Individuals Authorized to Execute Documents Affecting Real Estate. Douglas B. Dunlevy is and shall be authorized to execute, acknowledge and deliver and record documents on behalf of the LLC and SMI Florida in the Corporations Division of the Office of the Secretary of State and all relevant departments and divisions of the Commonwealth of Massachusetts and the State of Florida, including expressly, without limitation, documents and instruments in recordable form purporting to affect an interest in real property. Douglas B. Dunlevy's business address shall be the same for the LLC and SMI Florida as the business addresses respectively of those entities set forth above.
 - c. Disclosure Requirements of 950 C.M.R. 112.11 Regarding SMI Florida.
 - i. Name. The name of SMI Florida shall be SMI Awards, LLC (hereafter referred to in this subsection "c" as "SMI Awards, LLC").

- ii. Character of Business. SMI Awards, LLC shall market and sell custom awards and other promotional products to businesses, schools and other organizations and engage in any business related thereto.
- iii. Location of Business Records. SMI Awards, LLC will maintain its business records at 5026 Flagstone Drive, Sarasota, FL 34238.
- iv. No Dissolution Date. SMI Awards, LLC does not have a stated date of dissolution.
- v. Registered Agent. SMI Awards, LLC does hereby appoint the Secretary of the Commonwealth of Massachusetts to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in M.G.L. c. 156D, Part 15, Section 15.10.
- vi. Manager. Douglas B. Dunlevy is the sole manager of SMI Awards., LLC and his business office address is the address of SMI Florida stated above; namely, 5026 Flagstone Drive, Sarasota, FL 34238.

11. Other Terms and Conditions of Merger.

(a) The name of the converting entity (*i.e.* the LLC) is SMI Awards, LLC, which is a Massachusetts limited liability company. ***The name of the converted and surviving entity is SMI Awards, LLC.*** (*i.e.*, SMI Florida), which is and will be a Florida limited liability company.

(b) The Conversion shall become effective upon the filing of all documents necessary in the Commonwealth of Massachusetts and in the State of Florida (the "Effective Time").

(c) At the Effective Time, the LLC shall continue its existence in the organizational form of a Florida limited liability company. All of the rights, privileges and powers of the LLC and all property and all debts due to the LLC, as

well as all other things and causes of action belonging to the LLC, shall remain vested in the SMI Florida and shall be the property of and obligations of SMI Florida. All actions and resolutions of the LLC, as applicable, taken or adopted from the inception of the LLC prior to the Effective Time shall continue in full force and effect as if SMI Florida and its members, respectively, had taken such actions and adopted such resolutions. All rights of creditors and all liens upon any property of the LLC shall be preserved unimpaired, and all debts, liabilities and duties of the LLC shall remain attached to SMI Florida and may be enforced against SMI Florida to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by SMI Florida in its capacity as a limited liability organized and existing under the laws of the State of Florida.

(d) At the Effective Time, each outstanding member interest of the LLC (shall be automatically converted into the like number and outstanding percentage of member interests of the SMI Florida.

12. Articles of Organization and Articles of Conversion. At or before the Effective Time, Articles of Organization and Articles of Conversion shall be filed with the Secretary of State of the State of Florida. Managers of the LLC immediately prior to the Effective Time shall be the managers of SMI Florida immediately after the Effective Time. The LLC and, after the Effective Time, SMI Florida shall take such actions as to cause each of such individuals to be appointed as a manager of the Florida LLC.

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13. Amendment or Termination. This Plan and Certificate of Conversion may be amended or terminated by the LLC and SMI Florida may be abandoned at any time prior to the Effective Time, notwithstanding any prior approval of this Plan of Conversion.

14. Further Assurances. If, at any time after the Effective Time, SMI Florida shall determine or be advised that any deeds, bills of sale, assignments, agreements, documents or assurances or any other acts or things are necessary, desirable or proper, consistent with the terms of this Plan of Conversion, (a) to vest, perfect or confirm, of record or otherwise, in SMI Florida its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the LLC, or (b) to otherwise carry out the purposes of this


Plan and Certificate of Conversion, SMI Florida and its managers and duly authorized agents of either of them, are hereby authorized to solicit in the name of the LLC (or otherwise) any third party consents or other documents required to be delivered by any third party, to execute and deliver, in the name and on behalf of the LLC all such deeds, bills of sale, assignments, agreements, documents and assurances and do, in the name and on behalf of the LLC, all such other acts and things necessary, desirable or proper to vest, perfect or confirm its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the LLC and otherwise to carry out the purposes of this Plan and Certificate of Conversion.

15. Counterparts. This Plan and Certificate of Conversion may be executed in two or more counterparts, and each such counterpart and copy shall be and constitute an original instrument.

16. Governing Law. This Plan and Certificate of Conversion shall be governed by and construed under the laws of the Commonwealth of Massachusetts (and, to the extent applicable, the State of Florida).

IN WITNESS WHEREOF, the undersigned hereby adopts this Plan of Conversion as of the date set forth above.

SMI AWARDS, LLC (A Massachusetts LLC)

By: 
Name: Douglas B. Dunlevy
Title: Sole Manager

SMI AWARDS, LLC (A Florida LLC)

By: 
Name: Douglas B. Dunlevy
Title: Sole Manager