

L24000331922

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☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

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CLERK OF STATE  
TALLAHASSEE, FL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA CAPITAL COURIER SERVICES, INC  
2330 CLARE DRIVE  
TALLAHASSEE, FL 32309  
(850) 524-5437  
(850) 524-6243

PLEASE USE FUNDS FROM THIS ACCOUNT: 120210000160: \$155.00

AUTHORIZATION SIGNATURE: \_\_\_\_\_

Dunedin Holding, Inc.

BUSINESS ( Name)

Document #

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\_\_\_ Photocopy

\_\_\_ Certified Copies of Articles of Organization

X Certificate of Status

**NEW FILINGS**

\_\_\_ Profit

\_\_\_ Not for Profit

\_\_\_ Limited Liability

\_\_\_ Domestication

\_\_\_ Other

\_\_\_ LLLP

**AMMENDMENTS**

\_\_\_ Amendment

\_\_\_ Resignation of R.A. Officer/Director

\_\_\_ Change of Registered Agent

\_\_\_ Dissolution/Withdrawal

\_\_\_ Merger

X Conversion

**OTHER FILINGS**

\_\_\_ Annual Report

\_\_\_ Fictitious Name

\_\_\_ APOSTIL ( ) \_\_\_\_\_  
Country

**REGISTRATION/QUALIFICATIONS**

\_\_\_ Foreign Filing

\_\_\_ Limited Partnership

\_\_\_ Reinstatement

\_\_\_ Trademark

\_\_\_ Other

EXAMINER'S INITIALS: \_\_\_\_\_

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STATE

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## COVER LETTER

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

**SUBJECT:** Dunedin Holdings, LLC

(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:

Richard Markow, Esq.

(Contact Person)

Markow Law, PLLC

(Firm/Company)

240 NW 76th Dr., STE D

(Address)

Gainesville, FL 32607

(City, State and Zip Code)

Richard.Markow@MarkowLaw.com

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

For further information concerning this matter, please call:

Richard Markow

at ( 352 ) 403-3181

(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

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CLERK OF DISTRICT COURT  
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:

Dunedin Holding, Inc.

Dunedin Holdings, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida

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

on July 15, 2024

(date of organization, formation or incorporation)

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

Dunedin Holdings, 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 "Other Business Entity" is a \_\_\_\_\_

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TALLAHASSEE, FL  
STATE

Signed this 30th day of July 2024.

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

Signature of Authorized Representative: Richard Markow  
Printed Name: Richard Markow, Esq. Title: General Counsel

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

Signature: Richard Markow  
Printed Name: Richard Markow, Esq. Title: Gen Counsel / Incorporator

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

**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 (per page)

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

Dunedin Holding, 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:

7402 N 56TH ST  
STE 355 PMB #  
TAMPA, FL. US 33617

#### Mailing Address:

7402 N 56TH ST  
STE 355 PMB #  
TAMPA, FL. US 33617

**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:

Markow Law, PLLC

Name

240 NW 76th Dr., STE D

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

Gainesville

FL 32607

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..*

Richard Markow

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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STATE OF FLORIDA  
TAMPA, FL

**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:**

Absaroka Holdings, Inc.

7402 N 56TH ST, STE 355 PMB #

TAMPA, FL. US 33617

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Other provisions, if any.

See attachment titled: ARTICLE V Management of the Company

\_\_\_\_\_

**REQUIRED SIGNATURE:**

*Richard Markow*

**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.

Richard Markow, Esq. authorized representative

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)**

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TAMPA, FLORIDA



Dunedin Holding, LLC  
Articles of Organization  
Effective Date: July 30, 2024

## **ARTICLE V**

### *Management of the Company*

**Section 5.1**      *General.* The Company shall be managed by its Members. The Members shall each have the right, power and authority to manage, direct and control all of the business and affairs of the Company, to transact business on behalf of the Company, to sign for the Company or on behalf of the Company or otherwise to bind the Company.

**Section 5.2**      *Powers of the Members.* The Members shall have the right, power and authority, in the management of the business and affairs of the Company, to do or cause to be done any and all acts deemed by the Members to be necessary or appropriate to effectuate the business, purposes and objectives of the Company at the expense of the Company, including but not limited to the execution of all documents or instruments in all matters necessary, desirable, convenient or incidental to the purpose of the Company or the making of investments of Company funds. The Members shall have full, exclusive, and complete discretion, power, and authority, subject in all cases to the other provisions of this Agreement and the requirements of applicable law, to delegate the management, control, administration, and operation of the business and affairs of the Company or the custody of the Company's assets for all purposes stated in this Agreement. Such delegation shall be as provided in such documentation as the Members shall determine. Any such delegation shall not cause the Members to cease to be responsible for the Company's management.

**Section 5.3**      *Officers.* The Members may appoint individuals with or without such titles as they may elect, including the titles of President, Vice President, Treasurer, and Secretary, to act on behalf of the Company with such power and authority as the Members may delegate in writing to any such persons.

**Section 5.4**      *Reserved.*

**Section 5.5**      *Reliance by Third Parties.* Any person or entity dealing with the Company may rely on a certificate signed by a Member as to:

- (a) The identity of the Members;
- (b) The existence or non-existence of any fact or facts which constitute a condition precedent to acts by the Member or are in any matter germane to the affairs of the Company;
- (c) The persons who are authorized to execute and deliver any instrument or document of or on behalf of the Company; or
- (d) Any act or failure to act by the Company or as to any other matter whatsoever involving the Company.

**Section 5.6**      *Actions Requiring Member Approval.* Notwithstanding any other provision of this Agreement, the written consent of the Members shall be required to approve the following matters:

- (a) The dissolution or winding up of the Company;
- (b) The merger or consolidation of the Company;
- (c) The sale, transfer, contribution, exchange, mortgage, pledge, encumbrance, lease or other disposition or transfer of all or substantially all of the assets of the Company;
- (d) The declaration of any distribution by the Company.

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