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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

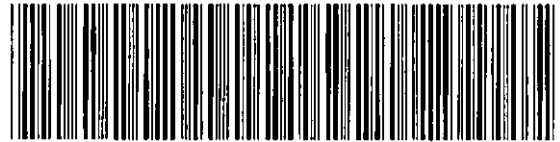
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



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2024 AUG 27 PM 12:30

601 570

J THOMAS ANDREW, CP, FAAOP

Base 5 LLC



*Clinical Prosthetic
Consultation &
Development*

109 Chardin Dr.
Nokomis, FL
34275

801-518-3200

jtandrew@mac.com

August 13, 2024

New Filing Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Conversion of Other Business Entity into Florida Limited
Liability Company.

Enclosed are:

- COVER LETTER (1 p)
- Articles of Conversion: (2pp)
Utah Registered Base 5, L.L.C. to
Florida Registered Base 5 LLC.
- Articles of Organization: (2pp)
For Florida Registration of Base 5 LLC
- Base 5, L.L.C. (UTAH) Business meeting minutes
authorizing the changes to the business: (2pp)
- Check for \$185.00 for Filing Fees, Certified Copy, and
Certificate of Status.

2024 AUG 27 PM 12:30
J. THOMAS ANDREW
CLERK

Sincerely yours,

A handwritten signature in black ink, appearing to read 'J Thomas Andrew'.

J Thomas Andrew

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: BASE 5 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:

J THOMAS ANDREW

(Contact Person)

BASE 5 LLC

(Firm/Company)

109 CHARDIN DR

(Address)

NOKOMIS, FL. 43275

(City, State and Zip Code)

jtandrew@mac.com

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

For further information concerning this matter, please call:

J Thomas Andrew at (801) 518-3200

(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

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:

BASE 5, L.L.C.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability 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 UTAH

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

on 01/08/2001

(date of organization, formation or incorporation)

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

BASE 5 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.)

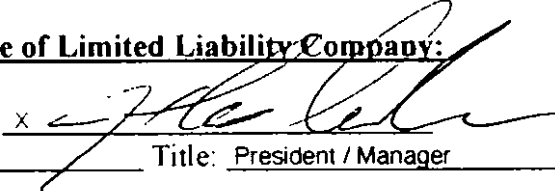
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

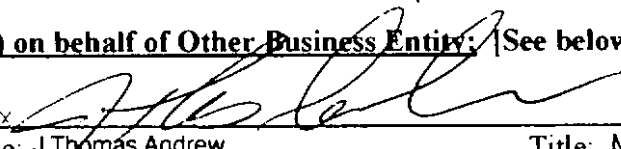
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

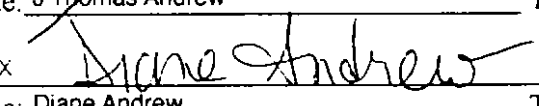
Signed this 9TH day of AUGUST 2024

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: x 
Printed Name: J Thomas Andrew Title: President / Manager

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

Signature: x 
Printed Name: J Thomas Andrew Title: Manager

Signature: x 
Printed Name: Diane Andrew Title: Manager

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)

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BASE 5 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:

109 CHARDIN DR
NOKOMIS, FL. 34275

Mailing Address:

109 CHARDIN DR
NOKOMIS, FL. 34275

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:

J THOMAS ANDREW

Name

109 CHARDIN DR

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

NOKOMIS

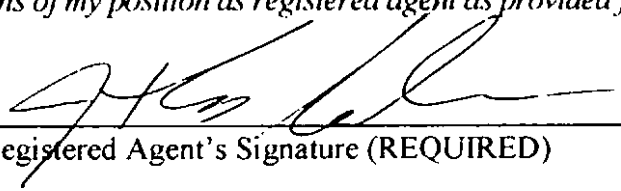
FL 34275

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..

x


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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NOKOMIS, FL
J. THOMAS ANDREW

BASE 5 L.L.C.

UTAH REGISTRATION

(see explanation below)

MINUTES of the MEETING of MANAGERS/MEMBERS

August 09, 2024

The following are minutes of a mid-year business decision meeting of the Members and Managers of Base 5 L.L.C., a Utah Limited Liability Company. This meeting was held on Friday, August 09, 2024, at the home of the Manager at 109 Chardin Dr, Nokomis, FL 34275

The sole shareholder and sole director of the LLC, J. Thomas Andrew, CP was present in addition to Diane Andrew who acted as Secretary. The sole Shareholder of the Limited Liability Corporation being present, formal notice calling the meeting to order was dispensed with and the meeting was declared to be regularly called.

BUSINESS & ADMINISTRATIVE

1. 2024: Called the question regarding whether to consider dissolving Utah registration and reestablish as Base 5 LLC with Florida LLC.
 - a. RESOLVED—A new limited liability company, domesticated in Florida, to be known as Base 5 LLC, shall be created via the Florida Limited Liability Company Act (FL Statute 605.1045), “Articles of Conversion for ‘Other Business Entity’ Into Florida Limited Liability Company”.
 - i. A signed completed copies of the **Articles of Conversion** and **Florida Articles of Organization** are attached and will be filed uniquely as **Base 5 LLC—FLORIDA** folder.
 - ii. A check for \$185.00 will be drawn to cover the costs of this conversion: \$150.00 Filing Fee; \$5.00 Certificate of Status; \$30.00 Certified copy.
 - iii. The completed documents and fees will be mailed to: New Filing Section, Division of Corporations, PO Box 6327, Tallahassee, FL 32314.
 - b. RESOLVED—The limited liability company known as Base 5, L.L.C., registered in Utah, shall be dissolved once the Florida registration is completed.
 - i. A “Statement of Dissolution” has been prepared and signed by J Thomas Andrew, registered agent and manager of Base 5, L.L.C.
 - ii. This document will be submitted to State of Utah, Department of Commerce, Division of Corporations and Commercial Code, dissolving entity Number 4855676-0160.
 - c. J Thomas Andrew will investigate Federal tax identification and update the EIN number for the new Florida entity if it is required.

BOARD BUSINESS

The Members proceeded to nominate and elect the Manager of the corporation.

J. Thomas Andrew, CP was elected by unanimous approval as the sole Manager of the new Florida LLC, **Base 5 LLC**, to serve until his successors are duly selected and qualified.

The Board next proceeded to nominate and elect officers of the corporation, to the offices set forth by their respective names to serve at the pleasure of the Board of Directors or until their successors are duly elected and qualified:

President: J. Thomas Andrew, CP

Vice-President/Secretary: Diane Andrew

RESOLVED:

It was RESOLVED that Shareholder ratified the above documented actions taken by the corporation at this time.

There being no further business, the meeting was duly adjourned.

J Thomas Andrew, CP, President

Sincerely,



J. Thomas Andrew, CP
President & Clinical Director



Diane Andrew, Secretary/Vice-President

Date: 08/09/2024

2024 AUG 27 PM 12:30
FBI/DOJ
RECEIVED