

L24000428447

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

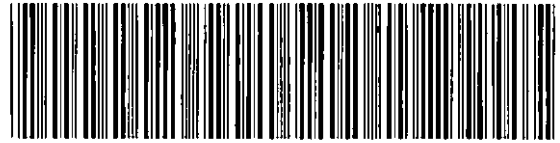
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



400437467634

10/02/24--01040--020 \*\*150.00

**COVER LETTER**

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

**SUBJECT:** ALKAMIND, 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:

CLAY GILMAN  
(Contact Person)  
MACFARLANE, FERGUSON & McMULLEN, P.A.  
(Firm/Company)  
625 COURT STREET, SUITE 200  
(Address)  
CLEARWATER, FL 33756  
(City, State and Zip Code)  
FLARCLW@MACFAR.COM  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

CLAY GILMAN at (727) 444-1414  
(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)

<input checked="" type="checkbox"/> \$150.00 Filing Fees ( \$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$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:  
ALKAMIND, 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 DELAWARE  
(Enter state, or if a non-U.S. entity, the name of the country)

on 04/11/2013  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:  
ALKAMIND, 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 23 day of September 2024.

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

Signature of Authorized Representative:   
Printed Name: CLAY GILMAN Title: ATTORNEY/AUTHORIZED REP

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

Signature:   
Printed Name: DARYL GIOFFRE Title: CEO

Signature:   
Printed Name: CHELSEA GIOFFRE Title: COO

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)

## **ARTICLES OF ORGANIZATION**

**OF**

**ALKAMIND, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

### **ARTICLE I**

#### **Name**

The name of the limited liability company shall be **ALKAMIND, LLC**.

### **ARTICLE II**

#### **Addresses**

The mailing address and principal place of business for the limited liability company is:

625 Court Street  
Suite 200  
Clearwater, FL 33756

### **ARTICLE III**

#### **Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by operating agreement adopted by the members of the limited liability company.

### **ARTICLE IV**

#### **Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida, subject to any restrictions in the Company's operating agreement.

### **ARTICLE V**

#### **Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is:

c/o Clay Gilman, Esq.  
625 Court Street  
Suite 200  
Clearwater, FL 33756

The initial registered agent at such address is Clay Gilman, Esq. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0114, Florida Statutes. Clay

Gilman, Esq., is specifically authorized to sign and file such Affidavits as may be required under Section 605.0201, Florida Statutes.

**ARTICLE VI**  
**Management**

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a Board of Managers. The Board of Managers shall have the powers granted to them in the operating agreement.

**ARTICLE VII**  
**Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining members. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a member, all contracts authorized by the limited liability company and executed by such member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

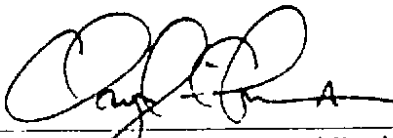
**ARTICLE VIII**  
**Operating Agreement**

The member(s) of the limited liability company shall adopt an Operating Agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be modified in the manner specified in the Operating Agreement except as otherwise limited by the laws of the State of Florida.

**ARTICLE IX**  
**Acknowledgment**

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of ALKAMIND, LLC.

IN WITNESS WHEREOF, the undersigned, Clay Gilman, Esq., as the authorized representative of the member(s), has executed these Articles of Organization this 30<sup>th</sup> day of September, 2024.

  
\_\_\_\_\_  
Clay Gilman, Esq., Attorney and Registered Agent

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

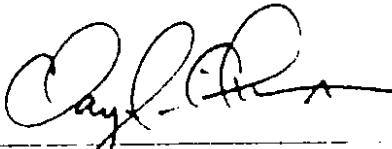
PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **ALKAMIND, LLC.**
2. The name and address of the registered agent and office is:

Clay Gilman, Esq.  
625 Court Street  
Suite 200  
Clearwater, Florida 33756

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.

Dated this 30<sup>th</sup> day of September, 2024.

  
\_\_\_\_\_  
Clay Gilman, Esq.

2024