

L25000062850

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

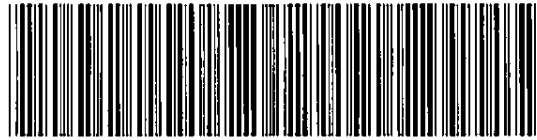
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W25000011006
2/14/25

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FILED

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 29, 2025

NORTHWEST REGISTERED AGENTS, LLC
7901 4TH STREET N
SUITE 300
ST. PETERSBURG, FL 33702 US

SUBJECT: NEXT LEVEL UP, LLC
Ref. Number: W25000011006

We have received your document for NEXT LEVEL UP, LLC and check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

The name of the registered agent must be provided as it is displayed in our records. All spaces, words, letters, and punctuations must be included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Monique K Anderson
Regulatory Specialist II

Letter Number: 425A00001864

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**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

These 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 § 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is: NEXT LEVEL UP, LLC.
2. The "Other Business Entity" is a Limited Liability Company (LLC) first organized, formed, or incorporated under the laws of the State of Ohio on February 22, 2016.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: NEXT LEVEL UP ENDEAVORS, LLC.
4. The effective date shall be the date of filing with the Florida Department of State.
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 §§ 605.1006 and 605.1061-72, Florida Statutes.

Signed Tuesday, January 14th, 2025.

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

By: 
Printed Name: Anthony Chellini
Title: Authorized Member

Signature on behalf of Other Business Entity:

By: 
Printed Name: Anthony Chellini
Title: Authorized Member

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

Article I—Name

The name of the Limited Liability Company is: NEXT LEVEL UP ENDEAVORS, LLC (the "Limited Liability Company").

Article II—Address

The mailing address and Street address of the principal office of the Limited Liability Company is:

Principal Office Address: 6538 Collins Ave #502 Miami Beach, FL 33141 United States of America	Mailing Address: 6538 Collins Ave #502 Miami Beach, FL 33141 United States of America
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Article III—Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the Registered Agent are:

Name: Anthony Chellini c/o Northwest Registered Agent
Address: 7901 4th St N STE 300, St. Petersburg, FL 33702, United States of America

Having been named as Registered Agent 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, Florida Statutes.

By: 
Name: Anthony Chellini

Date: 1/14/2025

Article IV—Names and Addresses of Each Person Authorized to Manage and Control the Limited Liability Company

Title: AMBR (Authorized Member)	Name and Address: Anthony Chellini 6538 Collins Ave #502 Miami Beach, FL 33141 United States of America
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Article V—Effective Date

The effective date shall be the date of filing with the Florida Department of State.

Article VI—Other Provisions

a. Duration. The duration of the Limited Liability Company shall commence on the date these Articles of Organization are filed with the Florida Department of State and shall continue in perpetuity, unless sooner dissolved in conformity with law.

b. Purpose. The purpose of the Limited Liability Company is to engage in any and all lawful business for which a limited liability company may be organized under the laws of the State of Florida.

c. Management. The management of the Limited Liability Company shall be vested in its members.

d. Limitation of Liability. To the fullest extent permitted by Florida law, no member of this Limited Liability Company shall be personally liable for the debts, liabilities, or other obligations of the Company.

e. Indemnification.

(i) Generally. The Limited Liability Company shall indemnify any individual who is or was a member, manager, officer, employee, or agent of the Limited Liability Company ("Indemnified Person") who was or is made a party to any proceeding by reason of the fact that individual is or was acting on behalf of the Limited Liability Company, to the fullest extent permitted under Chapter 605, Florida Statutes, against all liabilities and expenses incurred in the proceeding.

(ii) Advances of Expenses. Expenses, including reasonable attorneys' fees, incurred by an Indemnified Person in defending a proceeding shall be paid or reimbursed by the Limited Liability Company in advance of the final disposition of such proceeding upon receipt by the Limited Liability Company of a written undertaking from such Indemnified Person to repay the amounts advanced if it is ultimately determined that the Indemnified Person is not entitled to indemnification.

(iii) Non-Exclusivity. The rights to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or acquire under any statute, agreement, vote of members, or otherwise.

(iv) Authority. Except as otherwise provided by law, each authorized member shall have the power and authority to bind the Limited Liability Company in all transactions and business dealings of any kind, in the ordinary course of the Limited Liability Company's activities.

f. Amendments. To the fullest extent permitted by applicable law, these Articles of Organization may be amended from time to time by the affirmative vote of the members holding a majority of the membership interests of the Limited Liability Company unless a greater percentage is required by law.

g. Unanimous Written Consents in Lieu of Meetings of the Members. Any action required or permitted by law or these Articles of Organization to be taken at a meeting of the members may be taken without a meeting if one or more written consents describing the action taken are signed by all members entitled to vote on the action. Such consents shall be delivered to the Limited Liability Company for inclusion in the minutes or filing with the Limited Liability Company's records, and the action shall be deemed effective as of the date specified in the consent(s), or if no date is specified, on the date the last member required to reach unanimity signs the consent. A signed consent may be delivered in paper or electronic form, or in any manner permitted by applicable law, and such delivery shall be as valid and effective as a signature delivered in person.

h. Governing Law. These Articles of Organization shall be governed by and construed in accordance with the laws of the State of Florida without regard to conflicts of law principles.

Required Signature

This document is executed in accordance with § 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 § 817.155, Florida Statutes.

By: 
Name: Anthony Chellini
Date: 1/14/2025

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