

P 06 0000 64407

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

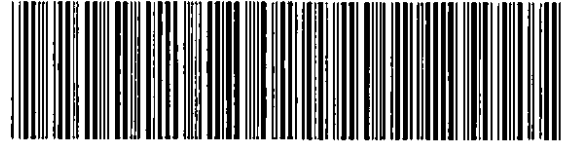
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2024

GILBERT MORALES
WILLIAMS TEUSINK, LLC
312 SYCMORE STREET
DECATUR, GA 30030

SUBJECT: SKOKIE HOLDINGS, INC.
Ref. Number: P06000064407

We have received your document for SKOKIE HOLDINGS, INC. and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), s.607.1622(9) and/or 607.1622(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

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) 245-6050.

Tammi Cline
Regulatory Specialist II Supervisor

Letter Number: 524A00015212

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **Skokie Holdings, Inc.**

Name of Florida Profit Corporation

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an a business entity formed under the laws of another jurisdiction in accordance with s. 607.11933, F.S.

Please return all correspondence concerning this matter to:

Gilbert Morales, as Attorney - in - Fact

Contact Person

Williams Teusink, LLC

Firm/Company

312 Sycamore Street

Address

Decatur, Georgia 30030

City, State and Zip Code

gmorales@williamsteusink.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Gilbert Morales at (**404**) **373-9590**

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee and Certificate of Status
- \$43.75 Filing Fee and Certified Copy
- \$52.50 Filing Fee, Certified Copy, and Certificate of Status

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

607.1622 (10) As a condition of a conversion of a domestic corporation to another type of entity under s. 607.11930, the domestic corporation converting to the other type of entity must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

Articles of Conversion
For
Florida Profit Corporation
Into a
Non-Florida Business Entity

The Articles of Conversion are submitted to convert the following **Florida Profit Corporation into an a** business entity formed under the laws of another jurisdiction in accordance with s. 607.11933, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the (converted) resulting business entity is:

Skokie Holdings, Inc. 906-64407

Enter Name of Florida Profit Corporation

2. The name of the resulting business entity is:

Skokie Holdings, Inc

Enter Name of (Converted) Resulting Business Entity

3. The (converted) resulting entity is a **Corporation**
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Georgia**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into another business entity in compliance with Chapter 607, F.S.

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

Pursuant to s. 607.11933(4)(6) F.S. The conversion becomes effective at the later of:

1. The date and time provided by the organic law of the (converted) resulting entity; or
2. When the articles of conversion take effect.

Signed this 8 day of **May** 2024

Signature: 

(Must be signed by a Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: **Kevin Carlson** Title: **President**

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

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**PLAN OF CONVERSION
OF
SKOKIE HOLDINGS, INC.**

THIS PLAN OF CONVERSION (the “Plan”) of Skokie Holdings, Inc., a Florida corporation (the “Corporation”), is approved as of May⁸ __, 2024 (the “Effective Date”).

WHEREAS, the Corporation is organized under the laws of the State of Florida;

WHEREAS, the Corporation desires to convert into and to hereafter become and continue to exist as a Georgia domestic corporation as allowed under Section 607.11930 et seq. of the Florida Business Corporation Act (the “**Business Corporation Act**”) and Georgia law;

WHEREAS, per Section 607.11931 of the Business Corporation Act, the Board of Directors of the Corporation has, by resolution duly adopted, recommended this Plan to the sole shareholder of the Corporation (the “**Shareholder**”) to effect the conversion of the Corporation to a Georgia domestic corporation pursuant to Georgia law (the “**Conversion**”), upon the terms and subject to the conditions set forth in this Plan;

WHEREAS, upon Conversion, the Corporation shall cease to exist as a Florida corporation; and

WHEREAS, this Plan has been approved and adopted by the Shareholder.

NOW, THEREFORE, this Plan is hereby approved to convert the Corporation into a Georgia domestic corporation:

1. **Conversion.** Upon the terms and subject to the conditions set forth in this Plan, and pursuant to Section 607.11930 et seq. of the Business Corporation Act, at the Effective Time (as hereinafter defined), the Corporation shall be converted into and shall hereafter become and continue to exist as a Georgia domestic corporation under the name “Skokie Holdings, Inc” (the “**Georgia Corporation**”).
2. **Effective Time.** The Conversion shall become effective (the “Effective Time”) at the later of the date and time provided by Georgia law or when the Articles of Conversion take effect.
3. **Effects of the Conversion.** The consummation of the Conversion shall have all of the effects set forth in Section 607.11935 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, at the Effective Time, all of the obligations of the Corporation as well as all of the rights, privileges and powers of the Corporation, and all property, real, personal and mixed, and all debts due to the Corporation or owed by the Corporation, and all franchises, licenses and permits held by the Corporation, as well as all other things and causes of action belonging to the Corporation, shall remain vested in the Georgia Corporation and shall be the property of the Georgia Corporation.

4. **Bylaws of the Corporation.** At the Effective Time, the bylaws of the Corporation shall be replaced by and the Georgia Corporation shall be governed by, the Georgia Corporation bylaws, substantially in the form attached hereto as Exhibit A as amended in accordance with the terms thereof (the "Bylaws").

5. **Directors and Officers.** The directors of the Corporation immediately prior to the Effective Time shall be the directors of the Georgia Corporation from and after the Effective Time until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of Georgia law and the Bylaws. The officers of the Corporation immediately prior to the Effective Time shall be the officers of the Georgia Corporation from and after the Effective Time until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of Georgia law and the terms of the Bylaws.

6. **Conversion of Shares.** At the Effective Time, by virtue of the Conversion and without any action on the part of the Corporation, the Georgia Corporation or any holder thereof, the shares of common stock, no par value, of the Corporation, issued and outstanding immediately prior to the Effective Time, all of which are held by the Shareholder, shall be automatically transferred to the Georgia Corporation. Immediately prior to the Effective Time, there shall be outstanding no class or series of capital stock of the Corporation other than its common stock, no par value.

7. **Termination.** This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the Business Corporation Act.

8. **Effect of Termination.** If this Plan is terminated pursuant to Section 7 hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.


9. **Amendment.** This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the Business Corporation Act.

[SIGNATURE PAGE FOLLOWS]

[SIGNATURE PAGE]

IN WITNESS WHEREOF, the undersigned hereby approves this Plan of Conversion as of the Effective Date stated above.

SKOKIE HOLDINGS, INC.
a Florida corporation

By: 

Kevin Carlson, as President

EXHIBIT A

**BYLAWS
OF
SKOKIE HOLDINGS, INC**

**ARTICLE I
SHAREHOLDERS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings of the shareholders may be requested by the President, the Board of Directors, or the holders of a majority of the outstanding voting shares.

Section 3. Notice. Written notice of all shareholder meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all shareholders of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Shareholders' meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice. Shareholders of any class or series may participate in any meeting of shareholders by means of remote communication to the extent the Board of Directors authorizes such participation for such class or series. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors adopts. Shareholders participating in a shareholders' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) to verify that each person participating remotely is a shareholder, and (2) to provide such shareholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

Section 5. Quorum. A majority of the outstanding voting shares, whether represented in person or by proxy, shall constitute a quorum at a shareholders' meeting. In the absence of a quorum, a majority of the represented shares may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The shareholders present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some shareholders results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a shareholders meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the shareholders who own all of the shares entitled to vote with respect to the subject matter of the vote.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The corporation shall be managed by a Board of Directors consisting of 1 director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual shareholders' meeting. Each director shall serve a term of Indefinitely year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. An annual meeting shall be held, without notice, immediately following and at the same place as the annual meeting of the shareholders. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting of the shareholders called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Resignation. Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 11. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, and a Secretary.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting of the shareholders. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors or the shareholders by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

ARTICLE VI INDEMNIFICATION

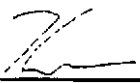
Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

ARTICLE VII DISSOLUTION

The corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

Certification

Kevin Carlson, Secretary of Skokie Holdings, Inc hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the incorporator(s) on September 12, 2022.

By:  _____
Kevin Carlson, Secretary

Date: 09/12/2022 _____