

PI4000046590

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

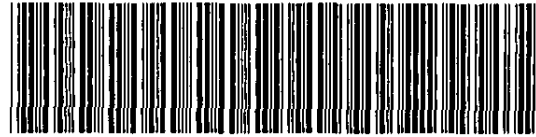
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

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05/29/14--01018--001 \*\*105.00

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2014 MAY 29 PM 2:37  
NOTED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
14 MAY 29 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

UMP 5/30

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Cladium, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

David Yon

Contact Person

Radey Law Firm

Firm/Company

301 S. Bronough St. Suite 200

Address

Tallahassee, FL 32301

City, State and Zip Code

dyon@radeylaw.com

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

For further information concerning this matter, please call:

David Yon

Name of Contact Person

at ( 850 ) 425-6671

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees

☐ \$113.75 Filing Fees  
and Certificate of  
Status

☐ \$113.75 Filing Fees  
and Certified Copy

☐ \$122.50 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

New Filings Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

FILED  
14 MAY 29 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Cladium, LLC

Enter Name of Other Business Entity

LD9000123105

2. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: limited liability company, 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 12/30/2009  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Cladium, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: June 1, 2014  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 29 day of May, 2014.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or if Directors or Officers have not been selected, an Incorporator:

Printed Name: James A. Esse Title: President

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

Signature: [Signature]  
Printed Name: James A. Esse Title: President

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

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

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

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

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

**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.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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TALLAHASSEE, FLORIDA

**ARTICLES OF CONVERSION**

Cladium, LLC, a Florida limited liability company, for the purpose of converting Cladium, LLC from a limited liability company to a Florida for-profit corporation, hereby adopt the following Articles of Conversion:

Article I

The name of the converting entity is Cladium, LLC, a Florida limited liability company.

Article II

The name of the converted entity will be Cladium, Inc., a Florida for-profit corporation.

Article III

The Plan of Conversion has been approved in accordance with sections 605.1041-605.1046, Florida Statutes.

Article IV

Cladium, Inc. agrees to pay the members of Cladium, LLC who have appraisal rights the amount to which such members are entitled to under sections 605.1006 and 605.1061-605.1072, Florida Statutes.

Article V

The effective date of conversion from Cladium, LLC to Cladium, Inc. will be June 1, 2014.

  
James A. Esse

5-23-14  
Date:

Authorized Representative of Cladium, LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
CLADIUM, INC.**

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the Laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be Cladium, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation." These Articles of Incorporation are referred to as the "Articles," and the Bylaws of the Company are referred to as the "Bylaws."

**ARTICLE II  
OFFICE**

The principal office and mailing address of the Corporation shall be 1000 Sawgrass Corporate Parkway, Suite 100 Sunrise, Florida, 33323 or at such other place as may be subsequently designated by the Board of Directors.

**ARTICLE III  
PURPOSE**

This Corporation is organized to engage in any and all lawful business.

**ARTICLE IV  
SHARES**

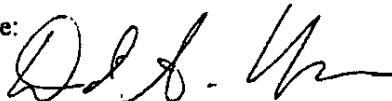
The number of shares the corporation is authorized to issue is: 100.

**ARTICLE V  
REGISTERED AGENT**

The name and Florida street address of the registered agent is: Radey Law Firm, Attn: David Yon, 301 S. Bronough Street, Suite 200, Tallahassee, FL, 32301.

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:



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ARTICLE VI  
INCORPORATOR

The name and address of the incorporator is: James A. Esse, 9304 Deer Creek DR  
Tampa, FL 33647.

ARTICLE VII  
DIRECTORS

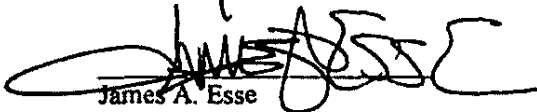
The corporation shall have four (3) directors initially, all of whom are over the age of 18.  
The names and street address of the directors are:

James Esse  
9304 Deer Creek DR  
Tampa, FL 33647

Chris Schaper  
94 Pitts Bay Road  
Pembroke, Bermuda, HM08

Chris Harris  
94 Pitts Bay Road  
Pembroke, Bermuda HM08

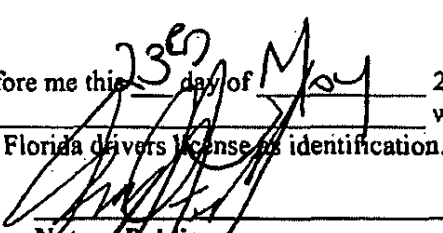
THE INCORPORATOR HAS HEREUNTO SET HIS HAND AND SEALS THIS 23<sup>rd</sup> DAY  
OF MAY, 2014

  
James A. Esse

STATE OF FLORIDA  
COUNTY OF Broward

Sworn to (or affirmed) and subscribed before me this 23<sup>rd</sup> day of May, 2014, by  
JAMES A. ESSE who are  
personally known to me or who produced a valid Florida drivers license as identification.



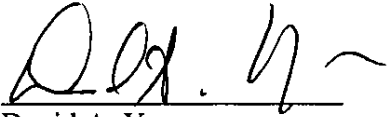
  
Notary Public  
State of Florida  
At Large

Commission EXPIRES 11/3/2017

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TALLAHASSEE, FLORIDA

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Cladium, Inc., at the place designated in Article V of the Articles of Incorporation, David A. Yon of the Radey Law Firm agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, F.S., relative to keeping open such office.



David A. Yon

Date: 5-29-2021

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# WAIVER OF NOTICE

Pursuant to section 605.1043(4), Florida Statutes, the undersigned, a member of Cladium, LLC entitled to vote on the Plan of Conversion, hereby waives the notice requirement for voting whether to approve the Plan of Conversion.

Name: JAMES A. ESSE

Signature: 

Date: 4-23-14

Name: JAMES W. NEUMAN, Jr.

Signature: James W. Neuman Jr.

Date: 4/23/14

Name: DAVID F. SIMON

Signature: David Simon

Date: 4/30/14

Name: TIMOTHY J. BUTLER

Signature: 

Date: 4/23/14

Name: MICHAEL CALLAHAN

Signature: M Callahan

Date: 4/23/14

Name: PAUL SIMEONE

Signature: Paul Simone

Date: 4/24/14

Name: AMY PADGETT

Signature: Amy Padgett

Date: 4/24/14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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