

PI6000045947

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

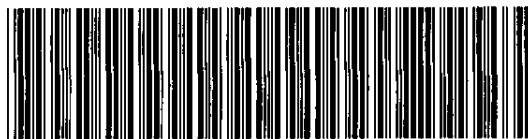
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 25 2016

T SCHROEDER

Charter Number Only

5/23/14 Maria C. Poza

Schmachtenberg & Associates

Requestor's Name

1533 Sunset Drive, Ste 201

Address

Coral Gables, FL 33143

City

State

ZIP

Phone

VALIDATION ONLY

CORPORATION(S) NAME

Hape, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Reinstatement

☐ Reservation

☒ Other *Conversion*

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

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☒ Pick Up

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Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier



Empire Toll Free: 1-800-432-3028



## Hape Holding AG

••• Hape Holding AG • Hallwilerweg 2 • CH-6003 Luzern

Secretary of State, Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Lucerne, May 18, 2016

Re: Hape, Inc.

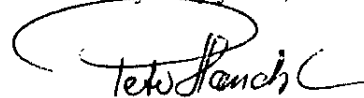
Dear Sir/Madam:

Please be advised that the above company is the owner of Hape, Inc. which was voluntary dissolved by us on May 4, 2016.

This will serve as your authorization to release the name of Hape, Inc., in order for us to file a Certificate of Conversion from Kaethe Kruse, LLC, another Florida company that we own, to Hape, Inc.

Thank you.

Very truly yours,



Peter Handstein  
President/Chairman



Hape Holding AG  
Hallwilerweg 2 | CH-6003 Luzern  
Tel.: +41 41 818 78 78  
Fax: +41 41 818 78 99  
E-Mail: [info@hapetoys.eu](mailto:info@hapetoys.eu)

Hape Holding AG  
Hallwilerweg 2  
CH-6003 Luzern

Handelsregister: Kanton Luzern  
VAT-Nr. CHE 103.681.425 MWST  
Verwaltungsrat/Board of Directors: Peter Handstein

Luzerner Kantonalbank AG  
Luzern  
BIC/SWIFT: LUKBCH2260A

IBAN: CH67 0077 8018 8550 3520 3 (CHF)  
IBAN: CH44 0077 8018 8550 7820 0 (EUR)  
IBAN: CH11 0077 8018 8550 7830 9 (USD)

Telefon: +41 41 818 -78 -78  
Telefax: +41 41 818 -78 -99

[info@hapetoys.eu](mailto:info@hapetoys.eu) • [www.hapetoys.eu](http://www.hapetoys.eu)  
Es gelten unsere Allgemeinen Liefer- und Geschäftsbedingungen. Sollten Ihnen diese nicht vorliegen, setzen Sie sich mit uns in Verbindung.  
All business is subject to our general delivery and payment terms. If you should not have received them please get in touch with us.

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** HAPE, 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:

LEE C. SCHMACHTENBERG, ESQ.

Contact Person

LEE C. SCHMACHTENBERG, P.A.

Firm/Company

1533 SUNSET DRIVE, SUITE 201

Address

CORAL GABLES, FL 33143

City, State and Zip Code

lee@schmachtenberg-law.com

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

For further information concerning this matter, please call:

Lee C. Schmachtenberg

at ( 305 )

666-4676

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$105.00 Filing Fees	<input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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**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**

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:

KAETHE KRUSE, LLC

L13-170741

Enter Name of Other Business Entity

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 \_\_\_\_\_ 12/10/2013  
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**:

HAPE, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(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.)

**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.

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TALLAHASSEE, FLORIDA


Signed this 17<sup>th</sup> day of May, 20 16.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Lee C. Schmachtenberg  
Printed Name: Lee C. Schmachtenberg Title: Registered Agent

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

Signature: Peter Handstein  
Printed Name: PETER HANDSTEIN Title: P/Chairman of Hape Holding AG MGR

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_  
 **Hape Holding AG**  
Hallwilerweg 2 | CH-6003 Luzern  
Tel.: +41 41 818 78 78  
Fax.: +41 41 818 78 99  
E-Mail: info@hapetoyss.eu

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.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HAPE, INC.**

**ARTICLE I  
Name and Address of Corporation**

The name of this corporation shall be HAPE, INC. The principal place of business and address is 1909 Tyler Street, Suite 301, Hollywood, Florida 33020.

**ARTICLE II  
Duration**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE III  
Purpose**

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV  
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 2,000 shares of common stock with a par value of one thousand dollars (\$1,000.00) per share.

**ARTICLE V  
Registered Agent and Office**

The name and office address of this corporation's initial registered agent is Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

Prepared by:  
Lee C. Schmachtenberg, Esq.  
1533 Sunset Drive, Suite 201  
Coral Gables, FL 33143  
(305) 666-4676  
Florida Bar No. 175843

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**ARTICLE VI**  
**Incorporator**

The name and address of the incorporator is Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

**ARTICLE VII**  
**Board of Directors**

The corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial members of the Board of Directors of this corporation: Peter Handstein, 1909 Tyler Street, Suite 301, Hollywood, Florida 33020, Yingying Qiu, 1909 Tyler Street, Suite 301, Hollywood, Florida 33020 and David Quercia, 1909 Tyler Street, Suite 301, Hollywood, Florida 33020.

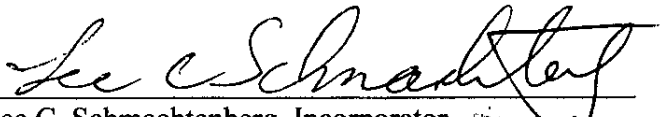
**ARTICLE VIII**  
**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IV**  
**Amendments**

The power to adopt, alter, amend or repeal these Articles of Incorporation and the Bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 17th day of May, 2016.

  
\_\_\_\_\_  
Lee C. Schmachtenberg, Incorporator

Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.

  
\_\_\_\_\_  
Lee C. Schmachtenberg, Registered Agent

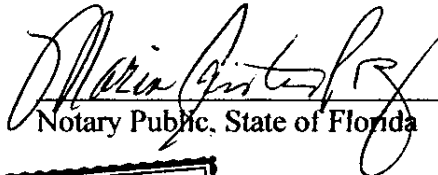
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ALLAHABAD, FLORIDA  
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STATE OF FLORIDA                    )  
  ) ss  
COUNTY OF MIAMI-DADE        )

BEFORE ME, the undersigned authority, personally appeared Lee C. Schmachtenberg, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 17th day of May, 2016.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



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