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HAROLD E. WOLFE, JR., P.A.

ATTORNEY AND COUNSELORS AT LAW

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HAROLD E. WOLFE, JR. *

* ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

November 17, 2022

* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

* FLORIDA BAR BOARD

CERTIFIED WILLS, TRUSTS,

AND ESTATES ATTORNEY

BY UPS OVERNIGHT

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

Re: Conversion of Schneider 1705, LLC to Schneider 1705, Inc.

Dear Sirs:

To complete the conversion of Schneider 1705, LLC, a Florida Limited Liability Company, into Schneider 1705, Inc. a "Florida Profit Corporation" in accordance with Fla. Stat. §§607.11933 and 607.0202, enclosed please find the following:

1. Articles of Conversion.
2. Articles of Incorporation
3. Certification re appointment and acceptance of Registered Agent; and
4. Our firm check in the amount of \$122.50 representing the filing fees for the Articles of Conversion, Articles of Incorporation, a certified copy of same and a Certificate of Status.

We would appreciate the Florida Department of State entering these Articles in its records as soon as possible. Please be aware that the current Member of Schneider 1705, LLC who will become the sole stockholder after the conversion is a German citizen. Therefore, since some of the documents were notarized in Germany and they use a slightly different size paper than used here in the United States, that is the reason for the different size of the paper and the unusual notarization attached. **Please also be aware that these Articles are to become effective as of December 1, 2022 and we are therefore sending it to you by UPS overnight.**

Please under no circumstances return the documents to us without filing them. If we miscalculated the fees please let us know and we will overnight a check to you for the difference. Additionally, if there are any problems with the paper size, please let us know. We might suggest

HAROLD E. WOLFE, JR., P.A.

New Filing Section
November 16, 2022
Page 2

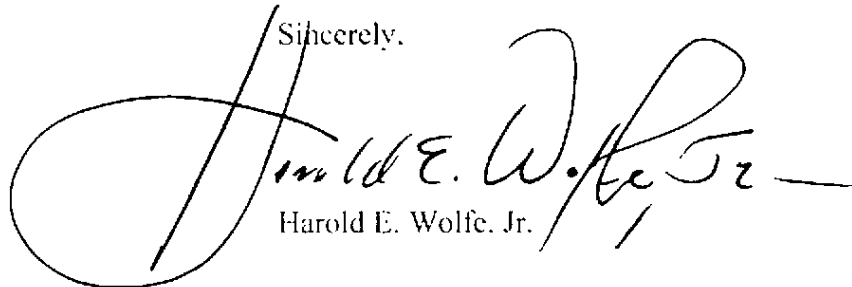
if there are any problems that you consult with Gina McLeod who we believe is the head of your division. We have worked with Ms. McLeod in the past.

We would appreciate your returning all documents to us at our address on our letterhead and enclose a prepaid return envelope for same. However, for purposes of the Department of State's records, any subsequent correspondence should be sent to both our firm and to Peter Schneider at the following address: Peter Schneider, 1705 Banks Road, Margate, FL 33063.

We thank the Department of State in advance for its prompt filing of these Articles. Again, we reiterate that because they are effective as of December 1, 2022, they must be filed **before** December 1, 2022.

Should there be any questions, please feel free to call us.

Sincerely,



Harold E. Wolfe, Jr.

HEW:ejn
Enclosures

cc: Peter Schneider
Harvey Mendelson, E.A.

**ARTICLES OF CONVERSION
FOR
CONVERTING ELIGIBLE ENTITY
INTO
FLORIDA PROFIT CORPORATION**

FILED
2022 NOV 18 AM 2:56
FRANCHISING
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

The Articles of Conversion and attached Articles of Organization are submitted to the Florida Department of State to convert the following eligible business entity into a Florida Profit Corporation in accordance with Fla. Stat. §§607.11933 and 607.0202.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is: **SCHNEIDER 1705, LLC.**
2. The converting entity is a limited liability company first organized, formed or incorporated under the laws of Florida on October 9, 2014.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: **SCHNEIDER 1705, INC.**
4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.
5. If not effective on the date of filing, enter the effective date: **DECEMBER 1, 2022.**
6. I, PETER KONRAD SCHNEIDER, by affixing my signature hereto, being the owner of one hundred percent (100%) of the Membership units in Schneider 1705, LLC, hereby consent

to the use of the corporate name, Schneider 1705, Inc. in accordance with these Articles of Conversion.

Signed on this 8th day of November, 2022.

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



PETER KONRAD SCHNEIDER

Title: Incorporator


Required signature(s) on behalf of Converting Florida limited liability company:



Signature of Authorized Representative

PETER KONRAD SCHNEIDER

Title: Incorporator



Signature of Authorized Representative

PETER KONRAD SCHNEIDER

Title: Owner of All Membership Units



Signature of Authorized Representative

PETER MICHAEL SCHNEIDER

Title: Manager

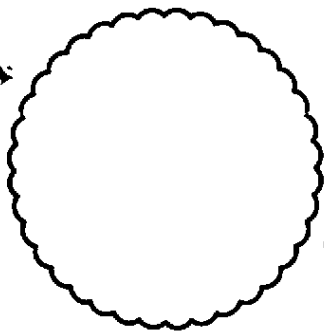
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TO ALL TO WHOM these presents shall come I, Kathrin Kuhne, notary duly admitted and sworn, DO HEREBY CERTIFY the genuineness of the three signatures at the preceding page, such signatures having been this day subscribed in my presence by

Mr. Peter Konrad **Schneider**,
born April 26th 1944,
living at 85088 Vohburg, Mitterweg 11,
holder of German passport Number CFCW4Y7LM.

My commission as a civil law notary does not expire.

In faith and testimony where of I the said notary have subscribed my name and set and affixed my seal of office at
Geisenfeld, Bavaria, Germany
on this 8th Day of November twothousandtwentytwo



Kathrin Kuhne
Civil Law Notary
Rathausstraße 11
D - 85290 Geisenfeld

FILED

2022 NOV 18 AM 2:50

CLERK OF CIRCUIT COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SCHNEIDER 1705, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation for profit under the provisions of the Florida General Corporation Act and other laws of the State of Florida and adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The corporation's name shall be SCHNEIDER 1705, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted and purposes for which the corporation is organized shall be:

- A. To own, operate, lease, warehouse, buildings or other structures with their appurtenances and to manage, operate, lease, rebuild, enlarge, alter or improve any warehouses or buildings or other structures now or hereinafter erected on any land so owned, held or occupied and to encumber or dispose of any lands or interest in lands at any warehouses, buildings or other structures; to operate any commercial real properties purchased as warehouses or any other commercial operation; and to do all acts that are necessary and incidental to the foregoing.
- B. To do anything necessary and proper for the accomplishment or furtherance of any of the corporation's purposes or objects enumerated in these Articles of

Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such corporation's purposes or objects.

- C. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than One Thousand Dollars (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

Pursuant to Fla. Stat. §607.0123(1)(d) the corporate existence shall begin on December 1, 2022.

The corporation shall thereafter exist perpetually unless dissolved according to law.

ARTICLE VI - ADDRESS OF CORPORATION AND REGISTERED AGENT

The initial street and mailing address of the corporation's principal office shall be 1705 Banks Road, Margate, FL 33063. The street and mailing address of the corporation's initial registered office in the State of Florida will be 1705 Banks Road, Margate, FL 33063.

ARTICLE VII - REGISTERED AGENT

The name of the corporation's initial registered agent is Peter Schneider.

ARTICLE VIII - BOARD OF DIRECTORS

- A. The corporation's initial Board of Director shall consist of two (2) members.
- B. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.
- C. The names and mailing addresses of the initial member of the Board of Directors who shall serve until the first annual meeting of stockholders and their successors shall have been elected and qualified is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Peter Konrad Schneider	Mitterweg 11 85088 Vohburg Germany
Peter Michael Schneider	1705 Banks Rd. Margate, Florida 33063

- D. Except as provided in any Stockholder's Agreement, any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any stockholders' annual or special meeting for any cause deemed sufficient by such stockholders.

ARTICLE IX - INCORPORATORS TO ARTICLES

The following is the name and mailing address of the incorporator to these Articles of Incorporation:

NAME

MAILING ADDRESS

Peter Konrad Schneider

Mitterweg 11
85088 Vohburg
Germany

ARTICLE X - BY LAWS

The corporation's stockholders shall have the sole power to adopt, amend or repeal By-Laws for the corporation's management, and the duties of the corporate officers shall be as prescribed by such By-Laws.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all of the following powers:

- A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, partnership, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. To purchase and acquire any or all of its shares owned and held by (i) any such stockholder who should desire to sell, transfer or otherwise dispose of his or her

shares, or (ii) any stockholder who dies; provided, however, the corporation's capital shall not be impaired thereby.

- C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) a Section 401(k) plan, (7) a medical reimbursement or other medical insurance plan, (8) a disability plan, or (9) any other retirement or incentive compensation plan.
- D. Whenever the corporation is engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of depletion or similar reserves at the discretion of the Board of Directors, all in conformity with the provisions of the Florida General Corporation Act.
- E. This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XII - CONVERSION FROM LIMITED LIABILITY COMPANY

This corporation formed pursuant to these Articles of Incorporation represents a conversion of an eligible business entity (a Florida limited liability company) into a Florida profit corporation in accordance with Fla. Stat. §§607.11933 and 607.0202 and is so intended to convert Schneider 1705, LLC into Schneider 1705, Inc. pursuant to these Articles of Incorporation.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by holders of sixty percent (60%) of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day
of November, 2022.

Peter Konrad Schneider
PETER KONRAD SCHNEIDER

Christina Schneider

Christina Maria Katharina Schneider

Doc Role No.

1423/2022

TO ALL TO WHOM these presents shall come I, Kathrin Kuhne, notary duly admitted and sworn, DO HEREBY CERTIFY the genuineness of the three signatures at the preceding page, such signatures having been this day subscribed in my presence by

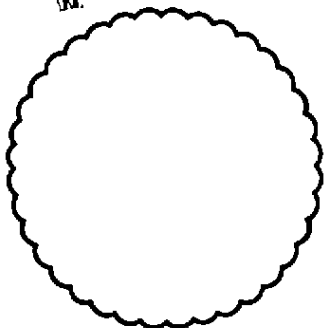
Mr. Peter Konrad **Schneider**,
born April 26th 1944,
living at 85088 Vohburg, Mitterweg 11,
holder of German passport Number CFCW4Y7LM,

and

Mrs. Christina Maria Katharina **Schneider**, maiden name Häusler,
born October 13th 1944,
living at 85088 Vohburg, Mitterweg 11,
holder of German passport Number CFCWPGVC9.

My commission as a civil law notary does not expire.

In faith and testimony where of I the said notary have subscribed my name and set
and affixed my seal of office at
Geisenfeld, Bavaria, Germany
on this 8th Day of November twothousandtwentytwo




Kathrin Kuhne
Civil Law Notary
Rathausstraße 11
D - 85290 Geisenfeld

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SCHNEIDER 1705, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Margate, County of Broward, State of Florida, has named Peter Schneider, 1705 Banks Road, Margate, FL 33063, as its agent to accept service of process.

Signature: _____



PETER M. SCHNEIDER

Title: Director

Date: _____

11/12/2022

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



PETER M. SCHNEIDER

11/12/2022

DATE