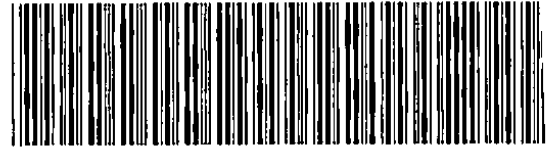


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

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STATE OF FLORIDA  
TALLAHASSEE, FL

3 Lines From Top

g 1/31/2023

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: YACHT CHANDLERS, 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:

Deborah Fanich

Contact Person

Berger Singerman LLP

Firm/Company

201 East Las Olas Boulevard, Suite 1500

Address

Fort Lauderdale, FL 33301

City, State and Zip Code

tim@yachtchangers.com

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

For further information concerning this matter, please call:

Deborah Fanich

Name of Contact Person

at ( 954 ) 712-5164

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.

FILE

2023 JAN 31 AM

SECRETARY OF  
TALLAHASSEE

ARTICLES OF CONVERSION  
FOR  
FLORIDA PROFIT CORPORATION  
INTO A  
NON-FLORIDA BUSINESS ENTITY

Date: January 31, 2023

THESE ARTICLES OF CONVERSION are submitted to convert a converting eligible entity (which is a Florida Profit Corporation) into a converted eligible entity (which is a Delaware limited liability company) in accordance with Section 607.11933, Florida Statutes.

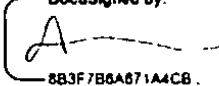
1. Name, Jurisdiction, and Type of Entity of the Converting Eligible Entity. The name of the converting eligible entity immediately prior to the filing of these Articles of Conversion is Yacht Chandlers, Inc., a corporation formed under the laws of the State of Florida on December 26, 1990 (the "**Converting Eligible Entity**"). Each shareholder of the Converting Eligible Entity has approved these Articles of Conversion.
2. Name, Jurisdiction, and Type of Entity of the Converted Eligible Entity. The name of the converted foreign eligible entity is Yacht Chandlers, LLC (the "**Converted Eligible Entity**"), a limited liability company formed under the laws of the State of Delaware.
3. Approval of Plan. The plan of conversion was approved in accordance with Chapter 607, Florida Statutes.
4. Public Organic Record. A copy of the Converted Eligible Entity's public organic record, as filed with the Florida Department of State, Division of Corporations, is attached hereto as Exhibit A.
5. Effective Date. This conversion shall be effective upon the later of: (i) the date and time prescribed by the laws of the State of Delaware; or (ii) when these Articles of Conversion are filed with the Florida Department of State, Division of Corporations.

*[Balance of page intentionally left blank; signature blocks appear on following page.]*

**IN WITNESS WHEREOF**, the undersigned, being duly authorized, has executed these Articles of Conversion as of the date first set forth above.

**CONVERTING ELIGIBLE ENTITY:**

**Yacht Chandlers, Inc.**  
a Florida corporation

DocuSigned by:  
  
8B3F7B6A671A4CB

By: \_\_\_\_\_  
Name: Timothy McMillan  
Title: President

*[Signature Page to Articles of Conversion]*

**EXHIBIT A**

(See attached document)

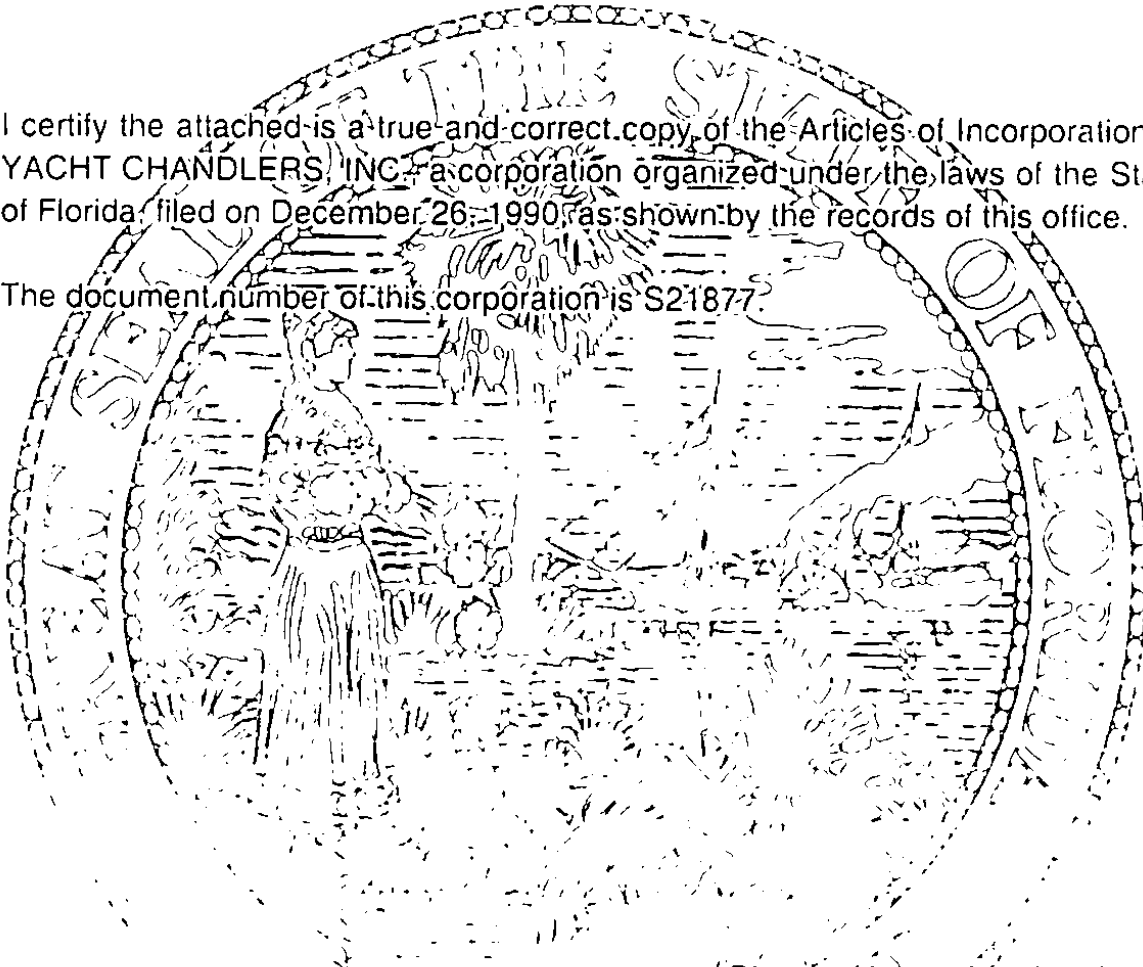
# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of YACHT CHANDLERS, INC., a corporation organized under the laws of the State of Florida, filed on December 26, 1990, as shown by the records of this office.

The document number of this corporation is S21877.



Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Third day of January, 2023



  
Cord Byrd  
Secretary of State

521877

FILED  
1950 DEC 26 PM 12 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
YACHT CHANDLERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Name of the Corporation is:

YACHT CHANDLERS, INC.

ARTICLE TWO

DURATION

The period of its duration is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is 7,500 shares of Capital Stock with \$1.00 par value per share.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 6615 WEST COMMERCIAL BLVD. SUITE 115, TAMARAC, FLORIDA 33319 and the name of the initial Registered Agent at such address is DAVID R. BERNSTEIN.

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

ARTICLE SEVEN

OFFICERS

The Corporation shall have, initially, one director:

DAVID R. BERNSTEIN

ARTICLE EIGHT

INCORPORATOR

The name and address of the Incorporator is:

David R. Bernstein

Professional Accountants of South Florida, Inc.

6615 West Commercial Boulevard, Suite 115

Tamarac, Florida 33319

Telephone: (305) 726-8673

IN WITNESS WHEREOF, I have Subscribed my name this 24<sup>th</sup>  
day of DECEMBER 1990.

David R. Bernstein  
Incorporator



