

L23000137085

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

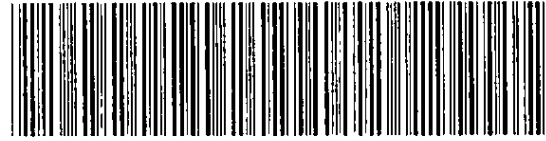
(Document Number)

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Instructions to Filing Officer:

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S CHATHAM

MAR 26 2023

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2023 MAR 24 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 23, 2023

FLORIDA CAPITAL COURIER SERVICES, INC.

SUBJECT: QUIERDO LLC
Ref. Number: W23000039568

We have received your document for QUIERDO LLC. However, the document has not been filed and is being returned for the following:

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 023A00006673

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DIVISION OF CORPORATIONS
STATE OF FLORIDA

2023 MAR 24 AM 7:26

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Signed this 21 day of March 2023.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: *Stephen Tranovich*
Printed Name: Stephen Tranovich Title: Manager

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

Signature: *Stephen Tranovich*
Printed Name: _____ Title: MGR

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

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.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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 TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Quierdo LLC

(Must contain the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

2234 N. Federal Highway
Suite 3022
Boca Raton, Florida 33431

2234 N. Federal Highway
Suite 3022
Boca Raton, Florida 33431

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

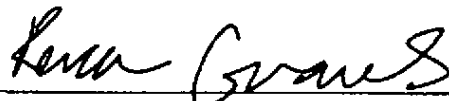
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

PSM Registered Agent LLC
Name
25 S.E. 2nd Avenue, Suite 550
Florida street address (P.O. Box **NOT** acceptable)
Miami FL 33131
City Zip

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Stephen Tranovich

2234 N. Federal Highway, Suite 3022

Boca Raton, Florida 33431

(Use attachment if necessary)

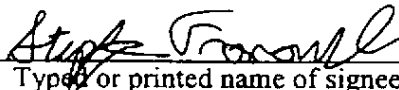
ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Stephen Tranovich



Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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QUIERDO LLC
a California limited liability company

PLAN OF CONVERSION

The following Plan of Conversion has been adopted by the sole Member and Manager, and is submitted for approval by the sole Member, of Quierdo LLC, a California limited liability company (hereinafter referred to as the "Converting LLC"), and sets forth provisions relating to the conversion of the Converting LLC into Quierdo LLC, a Florida limited liability company (hereinafter referred to as the "Resulting LLC"):

1. Name, jurisdiction and date of organization of Converting LLC:

QUIERDO LLC, a California limited liability company on July 3, 2019.

2. Name and jurisdiction of organization of Resulting LLC:

QUERDO, a Florida limited liability company to be formed.

3. Terms and conditions of the conversion:

A. Conversion of units of membership interest of the Converting LLC into membership interests in the Resulting LLC:

All issued and outstanding units of the one (1) class of membership interest of the Converting LLC shall, upon approval of this Plan of Conversion by the sole Member of the Converting LLC, be converted pro rata to membership interests in the Resulting LLC.

B. A proposed Articles of Conversion is attached hereto. If this Plan of Conversion is approved by the sole Member of the Converting LLC, such Articles of Conversion will be filed with the Department of State of the State of Florida.

C. The proposed Articles of Organization of the Resulting LLC are attached hereto. If this Plan of Conversion is approved by the sole Member of the Converting LLC, such Articles of Organization will be filed with the Department of State of the State of Florida, and upon such filing, the Resulting LLC will be formed under the laws of the State of Florida.

D. Sections 605.1063 through 605.1068 of the Florida Business LLC Act, relating to appraisal rights of Members, shall apply to the proposed conversion.

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TALLAHASSEE, FL

**RESOLUTION
QUIERDO LLC**
a California limited liability company

THE UNDERSIGNED, being all the Members of **QUIERDO LLC** (the "Company"), a California limited liability company, duly organized and active under the laws of the State of California, hereby certify and resolve as follows on behalf of the Company:

WHEREAS, the sole Member and Manager of the Company, through consultation and agreement with the Company's legal counsel, have determined that it is in the best interest of the Company to convert from a California limited liability company into a Florida limited liability company, to take full advantage of favorable Florida laws, regulations and legal precedent as the Company expands its business; and

NOW, THEREFORE, BE IT RESOLVED, that the following actions are hereby approved and adopted by the Company in all respects:

RESOLVED, that Stephen Tranovich, as Manager of the Company, is given the approval, power and authority to convert the Company from a California limited liability company into a Florida limited liability company, and to prepare, execute and deliver any and all forms, applications, resolutions, affidavits, acknowledgements, and instruments of any kind, as shall be necessary to effectuate such conversion of the Company.

IN WITNESS WHEREOF, the undersigned, being the sole Member of the Company, have executed this Resolution on this 21 day of March, 2023.

**MEMBERS:
STEPHEN TRANOVICH**



Stephen Tranovich

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