

A16000000/10

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

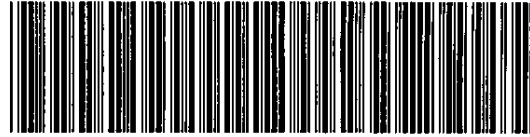
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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A16-110

02/23/16--01026--008 **1052.50

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CLERK OF STATE
TALLAHASSEE, FLORIDA

FEB 29 2016

N. CAUSSEAU

06071-011A



USACORP®
Incorporating America™

February 18, 2016

Re: GREEN RUSH VENTURES HOLDINGS, LLC

To whom it may concern:

Enclosed please find the documents needed to file the conversion from LLC to LP for GREEN RUSH VENTURES HOLDINGS, LLC / GREEN RUSH VENTURES HOLDINGS, LP.

Please utilize the enclosed UPS prepaid label to send the documents back to us.

Should you have any questions, please feel free to contact Esther at 718-362-4789 Ext 203.

Thank you for your assistance.

With regards,

Esther K.

325 Division Avenue, Suite 201
Brooklyn, NY 11211

Tel: 718.362.4789
Toll Free: 844.USACORP

Email: service@usacorpinc.com
Fax: 718.408.2550

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GREEN RUSH VENTURES HOLDINGS, LP

Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Joseph Strauss

Contact Person

USACORP Inc.

Firm/Company

325 Division Ave, Suite 201

Address

Brooklyn, NY 11211

City, State and Zip Code

rcaputo@ibrventures.com

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

For further information concerning this matter, please call:

Esther K.

Name of Contact Person

at (718) 362-4789 Ext 203

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$1,052.50 Filing Fees

Fees, (\$52.50 for Conversion
and \$1,000 -- Certificate)

☐ \$1,061.25 Filing Fees

and Certificate of
Status

☐ \$1,105.00 Filing Fees

and Certified Copy

☐ \$1,113.75 Filing

Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 25, 2016

JOSEPH STRAUSS
USACORP INC.
325 DIVISION AVE, SUITE 201
BROOKLYN, NY 11211

SUBJECT: GREEN RUSH VENTURES HOLDINGS, LP
Ref. Number: W16000014090

We have received your document for GREEN RUSH VENTURES HOLDINGS, LP and your check(s) totaling \$1052.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris
Regulatory Specialist II

Letter Number: 416A00003939

Certificate of Conversion
For
"Other Business Organization"
Into

Florida Limited Partnership or Limited Liability Limited Partnership

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s.620.2104, Florida Statutes.

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

GREEN RUSH VENTURES HOLDINGS, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: corporation, limited liability company, sole proprietorship, 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 12/23/2015

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership:

GREEN RUSH VENTURES HOLDINGS, LP

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

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 Certificate of Limited Partnership, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(s) in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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16 FEB 23 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 18th day of February, 2016.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership/Limited Liability Limited Partnership: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: /s/ Robert J Caputo
Printed Name: Robert J Caputo Title: General Partner

Signature: /s/ Shawn P Rogers
Printed Name: SHAWN P ROGERS Title: General Partner

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Required Signature(s) on behalf of Other Business Entity: Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: /s/ Robert J Caputo
Printed Name: Robert J Caputo Title: Manager & Authorized Representative

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 Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: ((\$965 Filing Fee and \$35 Filing Fee)	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

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16 FEB 23 PM 1:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. GREEN RUSH VENTURES HOLDINGS, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.

2. 9500 South Ocean Drive Apt 1006, Jensen Beach, FL 34957

Street address of initial designated office

3. Robert J Caputo

Name of Registered Agent for Service of Process

4. 9500 South Ocean Drive Apt 1006, Jensen Beach, FL 34957

Florida street address for Registered Agent

5. *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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

/s/ Robert J Caputo

Signature of Registered Agent

6. 274 MADISON AVE FL 19, NEW YORK, NY 10016

Mailing address of initial designated office

7. If limited partnership elects to be a limited liability limited partnership, check box ☐.

8. Name and business address of each general partner:

Name:

Business Address:

ROBERT J CAPUTO

274 MADISON AVE FL 19

NEW YORK, NY 10016

SHAWN P ROGERS

274 MADISON AVE FL 19

NEW YORK, NY 10016

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TALLAHASSEE, FLORIDA
CLERK OF STATE

9. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this 18th day of February, 2016

Signature of each general partner: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

/s/ Robert J Caputo

/s/ Shawn P Rogers