

LC3000012744

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

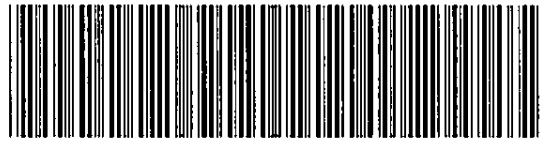
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900437457459

10/04/24--01019--024 **60.00

TALLAHASSEE, FLORIDA

2024 DEC -4 PM 2:52

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AgronoPro Holdings, LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

William Bond

Contact Person

Firm/Company

12518 Stafford Springs Drive

Address

Houston, Texas 77077

City, State and Zip Code

bondboywn@att.net

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

For further information concerning this matter, please call:

T. Champe Fitzhugh

Name of Contact Person

at (512) 900-3053

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☒ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

Mailing Address:

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

Street Address:

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

CR2E106 (05/17)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 21, 2024

WILLIAM BOND
12518 STAFFORD SPRINGS DRIVE
HOUSTON, TX 77077

SUBJECT: AGRONOPRO HOLDINGS, LLC
Ref. Number: L03000012744

We have received your document for AGRONOPRO HOLDINGS, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date cannot be prior or more than 90 days after the date the document is received. This document was received on 10/04/24. Note: the Division of Corporations form.

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

Neysa Culligan
Regulatory Specialist III

Letter Number: 624A00023165

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AgronoPro Holdings, LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

William Bond

Contact Person

Firm/Company

12518 Stafford Springs Drive

Address

Houston, Texas 77077

City, State and Zip Code

bondboywn@att.net

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

For further information concerning this matter, please call:

T. Champe Fitzhugh

Name of Contact Person

at (512) 900-3053

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

[This fee was previously paid. See copy of check.]

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☒ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

Mailing Address:

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

Street Address:

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

FILED

2024 DEC -4 PM 2: 52

ARTICLES OF CONVERSION
AGRONOPro HOLDINGS, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY
INTO
AGRONOPro HOLDINGS, L.L.C., A TEXAS LIMITED LIABILITY COMPANY

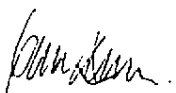
TALLAHASSEE, FLORIDA

These Articles of Conversion are submitted to convert AgronoPro Holdings, L.L.C., a Florida limited liability company, into AgronoPro Holdings, L.L.C., a Texas limited liability company, in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability company converting into a Texas limited liability company is: AgronoPro Holdings, L.L.C.
2. The name of the Texas limited liability company is AgronoPro Holdings, L.L.C.
3. The "Converted or Other Business Entity" is a limited liability company, formed under the laws of the State of Texas. The certificate of formation of AgronoPro Holdings, L.L.C., a Texas limited liability company is attached.
4. The plan of conversion was approved by the converting Florida Limited Liability Company and its Members in accordance with Chapter 605, Florida Statutes. The plan of conversion was also approved by the Texas limited liability company in accordance with the laws of the State of Texas.
5. This conversion shall be effective on _____.
6. The certificate of formation of the Florida Limited Liability Company is attached hereto as a Exhibit A.
7. The "Converted or Other Business Entity" is a Texas limited liability company not registered to do business in Florida. Thus, AgroPro Holdings, L.L.C., a Texas limited liability company, may be contacted at the following street and mailing address:
12518 Stafford Springs Drive
Houston, Texas 77077
8. The Members of the Florida Limited Liability Company might have had appraisal rights, but all of the Members who may have such rights have consented to this conversion and waived them, as is permitted by the Florida Statutes.

Signed on: September 5, 2024

Signature:



Gabriel Montoya, authorized Manager

Form 647
(Revised 12/23)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512-463-5555
FAX: 512-463-5709

Filing Fee: See instructions

This space reserved for office use.



**Certificate of Conversion
of a
Foreign Entity
Converting to a
Texas Filing Entity**

Converting Entity Information

The name of the converting entity is: AgronoPro Holdings, LLC

The jurisdiction of formation of the converting entity is: Florida

The converting entity is a: (Select the appropriate entity type from the list shown below.)

☐ For-Profit Corporation

☒ Limited Liability Company

☐ Nonprofit Corporation

☐ Professional Limited Liability Company

☐ Professional Corporation

☐ Limited Partnership

☐ Professional Association

☐ Cooperative Association

☐ Other: _____

☐ General Partnership

Specify type of entity.

The date of formation of the converting entity is: 4/8/2003

The file number, if any, issued to the converting entity is: L03000012744

Converted Entity Information

The foreign entity named above is converting to a filing entity formed under the Texas Business Organizations Code. The name of the converted entity is:

AgronoPro Holdings, LLC

(Name of entity after the conversion must include an organizational identifier for the entity type selected below.)

The converted entity will be formed under the laws of Texas.

The converted entity is a: (Select the appropriate entity type from the list shown below.)

☐ For-Profit Corporation

☒ Limited Liability Company

☐ Nonprofit Corporation

☐ Professional Limited Liability Company

☐ Professional Corporation

☐ Limited Partnership

☐ Professional Association

☐ Cooperative Association

Plan of Conversion or Alternative Statements

☐ The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

☒ In lieu of attaching the plan of conversion, the converting entity certifies to the following statements by providing an address in Items 1 and 2.

1. A signed plan of conversion is on file at the principal place of business of the converting entity. The address of the principal place of business of the converting entity is:

12518 Stafford Springs Drive	Houston	Texas	USA	77077
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the converted entity. The address of the principal place of business of the converted entity is:

12518 Stafford Springs Drive	Houston	Texas	USA	77077
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting entity or converted entity.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Certificate of Formation for the Converted Entity

☒ The certificate of formation for the converted Texas filing entity is attached to this certificate of conversion as an attachment or exhibit to either (i) the plan of conversion or (ii) this certificate if the plan has not been attached to the certificate of conversion. The certificate of formation includes a statement that the converted entity is formed under a plan of conversion and the name, address, date of formation, prior form of organization, and jurisdiction of formation of the converting entity.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is accepted and filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certification

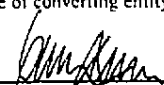
- ☐ Attached hereto is a certificate from the Texas Comptroller of Public Accounts that certifies the converting entity is in good standing for purposes of conversion.
- OR
- ☒ In lieu of providing the tax certificate, the converted entity is liable for the payment of any required franchise taxes.

Execution

The undersigned signs the document subject to the penalties imposed by law for submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Texas Business Organizations Code, or other law applicable to and governing the converting entity, to execute the filing instrument.

Date: 9/5/2024

By: AgronoPro Holdings, LLC
Name of converting entity (see instructions)


Signature and title of authorized person (see instructions)

Gabriel E. Montoya
Printed or typed name of authorized person

Form 205
(Revised 12/21)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555

Filing Fee: \$300



This space reserved for office use.

Certificate of Formation
Limited Liability Company

Article 1 -- Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

AgronoPro Holdings, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases

Article 2 -- Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

☐ A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

William		Bond	
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>	<i>Suffix</i>

C. The business address of the registered agent and the registered office address is:

12518 Stafford Springs Drive	Houston	TX	77077
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

Article 3--Governing Authority

(Select and complete either A or B and provide the name and address of each initial governing person.)

☒ A. The limited liability company initially has managers. The name and address of each initial manager are set forth below.

☐ B. The limited liability company does not initially have managers. The name and address of each initial member are set forth below.

INITIAL GOVERNING PERSON 1				
NAME (Enter the name of either an individual or an organization, but not both)				
IF INDIVIDUAL				
Samira		Montoya		
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
921 Malaga Avenue		Coral Gables	FL	USA 33134
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

INITIAL GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Gabriel		Montoya		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
921 Malaga Avenue	Coral Gables	FL	USA	33134
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

INITIAL GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Miguel		Gonzalez		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
921 Malaga Avenue	Coral Gables	FL	USA	33134
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Initial Mailing Address

(Provide the mailing address to which state franchise tax correspondence should be sent.)

12518 Stafford Springs Drive	Houston	TX	77077	USA
<i>Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

This entity is being formed pursuant to a plan of conversion.
 Converting Prior Entity's Name: AgronoPro Holdings, LLC
 Address: 12518 Stafford Springs Drive, Houston, TX 77044
 Form of entity: Limited Liability Company
 Date of formation: April 8, 2003
 Jurisdiction of formation: Florida

Organizer

The name and address of the organizer:

T. Champe Fitzhugh

Name

919 Congress Avenue, Suite 1050

Street or Mailing Address

Austin

City

TX 78701

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

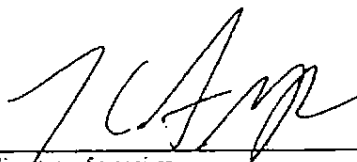
- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, or a later date and time, not more than 90 days from the date of signing. The later effective date, or date and time is: _____
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned also affirms that, to the best knowledge of the undersigned, the name provided as the name of the filing entity does not falsely imply an affiliation with a governmental entity. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 9/4/2024



Signature of organizer

T. Champe Fitzhugh

Printed or typed name of organizer

EXHIBIT A

ARTICLES OF ORGANIZATION

OF

SUPER BRIX USA LLC

ARTICLE I

The name of the limited liability company (hereinafter called the "limited liability company") is Super Brix USA LLC.

ARTICLE II

The address of the principal office and the mailing address of the limited liability company is 4 Alhambra Circle # 2, Coral Gables, Florida 33134.

ARTICLE III

The period of duration for the limited liability company shall be perpetual.

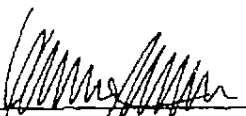
ARTICLE IV

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE V

The name and the Florida street address of the registered agent and office are Gabriel E. Montoya, 4 Alhambra Circle # 2, Coral Gables, Florida 33134.

Having been named as the 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 608, F.S..



(Registered Agent's Signature)

Date: March 28, 2003

ARTICLE VI

03
MAR - 8 PM 12:30
FILED
STATE
IN
CORAL GABLES, FLORIDA

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

By: 
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gabriel E. Montoya
Typed or printed name of signee

FILING FEES:
\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)

FILED
03 APR -8 PM 12:30
TALCO FREE FLORIDA
SECRET