

L130000089856

(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



900376800499

FILED RECEIVED
2021 DEC 27 AM 11:10
CLERK OF STATE
TALLAHASSEE, FL
10110

Y SULKER
DEC 28 2021

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 12/27/2021

Acc#120160000072

en: c DW

| | |
|-------------|------------------------|
| Name: | Backhaul Americas, LLC |
| Document #: | |
| Order #: | 14067270 |

| | | | | |
|-----------------------------------|--------------------------|--|-------------------------|--|
| Certified Copy of Arts & Amend: | <input type="checkbox"/> | | | |
| Plain Copy: | <input type="checkbox"/> | | | |
| Certificate of Good Standing: | <input type="checkbox"/> | | | |
| Certified Copy of | <input type="checkbox"/> | | | |
| Apostille/Notarial Certification: | <input type="checkbox"/> | | Country of Destination: | |
| | | | Number of Certs: | |

| | |
|---|--|
| Filing: <input checked="" type="checkbox"/> | Certified: <input type="checkbox"/> |
| | Plain: <input checked="" type="checkbox"/> |
| | COGS: <input type="checkbox"/> |

| |
|---------------------|
| Availability _____ |
| Document _____ |
| Examiner _____ |
| Updater _____ |
| Verifier _____ |
| W.P. Verifier _____ |
| Ref# _____ |

Amount: \$ 25.00

Thank you!

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Backhaul Americas, L.L.C.

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:

David A. Lawrence, Esq

Contact Person

Odin, Feldman & Pittleman, PC

Firm/Company

1775 Wiehle Avenue, Suite 400

Address

Reston, VA 20190

City, State and Zip Code

david.lawrence@ofplaw.com

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

For further information concerning this matter, please call:

David A. Lawrence, Esq.

at (703) 218-2181

Name of Contact Person

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

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

CR2E106 (07/14)

**FLORIDA ARTICLES OF CONVERSION &
DELAWARE CERTIFICATE OF CONVERSION
OF**

BACKHAUL AMERICAS, L.L.C.

[Changing from a Florida to a Delaware limited liability company]

The undersigned, on behalf of the Florida limited liability company set forth below (the "LLC"), pursuant to Section 605.1045 of the Florida Statutes and pursuant to Section 18-214 of the Delaware Limited Liability Company Act, states as follows for the purpose of converting the Florida limited liability company into an "other business entity" (i.e., a Delaware limited liability company):

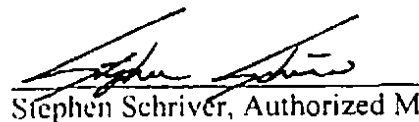
1. **Name Before.** The name of the LLC immediately before the filing of these Florida Articles of Conversion and Delaware Certificate of Conversion is Backhaul Americas, LLC.
2. **Jurisdiction Before.** The jurisdiction where the LLC was first formed and currently exists prior to filing this instrument, is Florida, having been formed in Florida on June 21, 2013.
3. **Jurisdiction & Name After.** The jurisdiction in which the LLC is to be converted is Delaware, and upon its conversion under the laws of that jurisdiction, the name of the LLC will be Backhaul Americas, LLC.
4. **Plan.** The plan of conversion, pursuant to applicable Florida and Delaware law, is set forth as follows:
 - A. **Changed Jurisdiction.** The LLC is presently domesticated under the laws of Florida. Upon the effectiveness of this filing with the Florida Department of State ("DoS") and the Delaware Secretary of State ("SoS"), the LLC will be a Delaware limited liability company.
 - B. **Ownership Interests.** Each 1% (and fraction thereof) ownership interest in the LLC shall continue to represent a 1% (and fraction thereof) ownership interest in the LLC following this Conversion.
 - C. **Continuation of Assets & Liabilities.** Upon the effectiveness of this filing with the DoS and the SoS, all assets, property (real, personal, and mixed), rights, liabilities, and obligations of the LLC will continue to remain with the resulting LLC by operation of law in accordance with Florida and Delaware law.
5. **Florida Filing & Surrender.** These Florida Articles of Conversion are being filed with the Florida DoS in connection with the conversion of the LLC to a foreign limited liability company to be organized under the laws of another jurisdiction (Delaware), and the LLC is surrendering its Florida LLC Certificate/Articles of Organization under the laws of Florida.
6. **Delaware Certificate of Formation.** Attached to the Delaware filing of this instrument is the full text of the Delaware Certificate of Formation for the LLC as that Certificate will be in effect upon consummation of the conversion and is incorporated therein by reference.

7. **Approval & Adoption of Plan.** The Florida plan of conversion/Delaware plan of conversion was adopted by the LLC in accordance with the provisions of Chapter 605 of the Florida Statutes and the applicable provisions of the Delaware Limited Liability Company Act, by approval of all members of the LLC on December 27, 2021.

8. **Florida Required LLC Address.** The LLC's street and mailing address to which the Florida DoS may mail a copy of any process served on the Florida DoS pursuant to Section 605.0117 and Chapter 48 of the Florida Statutes is 1200 South Pine Island Road, Plantation, Florida 33324.

9. **Appraisal Rights.** The LLC has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

Signed in the name of the LLC by its duly authorized Manager December 27, 2021:



Stephen Schriver, Authorized Manager on behalf of Backhaul Americas, LLC

#5127901v1 053644/000022