

L17000243677

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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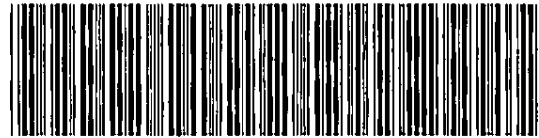
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF STATE
ALL AMESSEE, FLORIDA

T. BURCH
NOV 29 2017

T. BURCH

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GD ENERGY LLC

(Name of Resulting Florida Limited Company)

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

Please return all correspondence concerning this matter to:

LIVIA DELGADO

(Contact Person)

GENESIS TAX HOUSE

(Firm/Company)

411 SE MIZNER BLVD STE 72

(Address)

BOCA RATON, FL 33432

(City, State and Zip Code)

LIVIA.DELGADO@GENESISTAXHOUSE.COM

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

LIVIA DELGADO

(Name of Contact Person)

at (954) 782-4000

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

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17 NOV 27 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following
"Other Business Entity" into a Florida Limited Liability Company in accordance with s.605.1045, Florida
Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
GD ENERGY INC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION
(Enter entity type. Example: corporation, limited partnership, 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 10/09/2017
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
GD ENERGY LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after
the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the
document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to
which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 13 day of NOVEMBER 2017

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: BK Shiraga
Printed Name: BRUNO K TANTWAKI SHIRAGA Title: MANAGER

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

Signature: BK Shiraga
Printed Name: BRUNO K TANTWAKI SHIRAGA Title: SECRETARY

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)

ARTICLES OF ORGANIZATION
OF
GD ENERGY LLC

A Florida Limited Liability Company pursuant to Chapter 605, Florida Statutes

ARTICLE I – NAME

The name of this Limited Liability Company shall be
GD ENERGY LLC
(Hereinafter, "Company").

ARTICLE II – ADDRESS

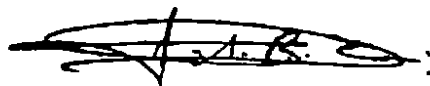
The principal office address of this Company shall be:
411 SE MIZNER BLVD STE 72
MHS 1225
BOCA RATON, FL 33432

and the mailing address of this Company shall be:
SAME AS PRINCIPAL

ARTICLE III – INITIAL REGISTERED OFFICE AND AGENT

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

GENESIS TAX HOUSE OF FLORIDA, LLC
411 SE Mizner Blvd Ste 72
Boca Raton, FL 33432



Genesis Tax House of Florida, LLC – Registered Agent
Igor Gomes - Manager

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..

ARTICLE IV – MANAGEMENT

The name and address of each person authorized to manage and control the Limited Liability Company until the successors are elected and qualified in accordance with the regulations of this Company:

NAME	ADDRESS
BRUNO K. TANIWAKI SHIRAGA Manager	411 SE MIZNER BLVD STE 72 MHS 1225 BOCA RATON, FL 33432

ARTICLE V – DURATION / TERM OF EXISTENCE

This Company shall commence its existence on the date of the filing of these Articles with the Department of State. The existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE VI – PURPOSE OF BUSINESS AND POWERS

This Company may engage in any legal and lawful activity or business permitted under the laws of the United States and of this state. This Company may exercise all power and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to this Company except with the unanimous consent of the majority of the members of this Company and on the terms determined by these Articles of Organization.

ARTICLE VIII – AMENDMENT

These Articles of Organization may be amended in accordance with the Florida Limited Liability Company Act.

ARTICLE IX – MEMBERS RIGHT TO CONTINUE BUSINESS

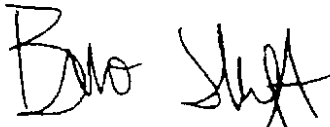
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this Company, the remaining members shall have the right to continue the business provided there is at least one remaining member.

ARTICLE XII – DISSOLUTION

This Company may be dissolved at any time on the affirmative vote of at least two thirds (2/3) of majority of the members of this Company entitled to vote thereon. On dissolution, the Company's property and assets shall, after payment of all debts of the Company, be distributed to the members according to the preceding contribution of each one to the capital of this Company.

In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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.

November 13, 2017.



BRUNO K. TANIWAKI SHIRAGA
Member or Authorized Representative of a Member

FILED
17 NOV 27 AM 10:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

1.860.329.3829
35 Union Square 2 floor, Somerville, MA 02143
14 Union Ave, Framingham, MA 01702



1.800.460.4829
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Boca Raton, FL 33432