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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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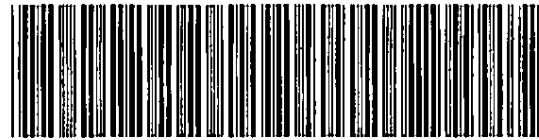
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 AUG 23 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP - 3 2019

K. Brumbley

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: **VINCENTUS CAPITAL MANAGMENT, LLC**

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 F.S. 605.1045.

Please return all correspondence concerning this matter to:

CARLOS COLON-MACHARGO, ESQ.
Colon-Machargo Law Studio, LLC
PO Box 14855
Atlanta GA 30324
carlos@colonmachargolaw.com

For further information concerning this matter, please call:

CARLOS COLON-MACHARGO, ESQ. at (404) 507-2050

Enclosed is a check for the following amount:

<input type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input checked="" type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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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

FILED

2019 AUG 23 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF CONVERSION
FOR
VINCENTUS CAPITAL MANAGEMENT, LLC,
A MARYLAND LIMITED LIABILITY COMPANY (OR
"OTHER BUSINESS ENTITY")
INTO
VINCENTUS CAPITAL MANAGEMENT, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The Articles of Conversion and attached Articles of Organization are submitted to convert the Vincentus Capital Management, LLC, a Maryland Limited Liability Company or "Other Business Entity" ("the MD LLC") into Vincentus Capital Management, LLC, a Florida Limited Liability Company ("the FL LLC") in accordance with F.S. § 605.1045.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is: Vincentus Capital Management, LLC and its mailing address is: 1622 Cherry Blossom Ter., Lake Mary, FL 32746.

2. The MD LLC is a limited liability company first organized and formed under the laws of Maryland on February 6, 2018.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Vincentus Capital Management, LLC.

4. The conversion shall be effective on the date of filing of these Articles of Conversion.

5. The Plan of Conversion has been approved in accordance with the laws of Maryland and by each member of the converting entity who, as a result of the conversion, will have interest holder liability under F.S. 605.1043(1)(b) and whose approval is required.

6. The MD LLC and the FL LLC have agreed to pay any members having appraisal rights the amount to which such members are entitled under F.S. §§ 605.1006 and 605.1061-605.1072.

Signed this 14th day of August, 2019.

Authorized Representative of
VINCENTUS CAPITAL MANAGEMENT, LLC,
A Maryland Limited Liability Company

TODD M. RYNGALA
Signature

TODD M. RYNGALA
Printed Name

MANAGING MEMBER
Title

Authorized Representative of
VINCENTUS CAPITAL MANAGEMENT, LLC,
A Florida Limited Liability Company

TODD M. RYNGALA
Signature

TODD M. RYNGALA
Printed Name

MANAGING MEMBER
Title

ARTICLES OF ORGANIZATION OF
VINCENTUS CAPITAL MANAGEMENT, LLC
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
Name

The name of the Limited Liability Company is:

VINCENTUS CAPITAL MANAGEMENT, LLC

ARTICLE II
Address

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

1622 Cherry Blossom Ter.
Lake Mary, FL 32746

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

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

Todd Rynkala
1622 Cherry Blossom Ter.
Lake Mary, FL 32746

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.



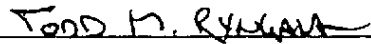
Registered Agent's Signature

ARTICLE IV

Authorized Person

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

Todd Ryngala
1622 Cherry Blossom Ter.
Lake Mary, FL 32746



TODD RYNGALA - 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.

PLAN OF CONVERSION
OF

VINCENTUS CAPITAL MANAGEMENT, LLC,
A MARYLAND LIMITED LIABILITY COMPANY TO
VINCENTUS CAPITAL MANAGEMENT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

THIS PLAN OF CONVERSION (this "Plan") is hereby adopted this 14th day of August, 2019, by Vincentus Capital Management, LLC, a Maryland limited liability company (the "MD LLC"), and its sole member Todd Ryngala (the "Sole Member") into Vincentus Capital Management, LLC, a Florida Limited Liability Company (the "FL LLC").

RECITALS

WHEREAS, the MD LLC is a Maryland limited liability company, formed on February 6, 2018; and
WHEREAS, the MD LLC and its Sole Member desire to convert the MD LLC to Vincentus Capital, LLC, a Florida limited liability company.

NOW THEREFORE, the MD LLC and its Sole Member hereby adopt the following:

1. The MD LLC hereby approves the conversion of the Maryland limited liability company (the "Conversion").
2. The MD LLC intends for the company to continue its existence as a Florida limited liability company after its conversion into the FL LLC.
3. The Sole Member owns all the interest in the MD LLC and shall own all the interest in the FL LLC after the Conversion.
4. The Conversion shall be effective upon filing of the Certificate of Conversion with the Secretary of State of the State of Florida.

[SIGNATURES ON THE NEXT PAGE]

IN WITNESS WHEREOF, this Plan is executed by the MD LLC and its Sole Member as of the date first written above.

VINCENTUS CAPITAL MANAGEMENT, LLC, a
Maryland Limited Liability Company

TODD RYNGALA

TODD M. RYNGALA
(Signature)

TODD M. RYNGALA
(Signature)

TODD M. RYNGALA
(Print Name)

TODD M. RYNGALA
(Print Name)

8/14/2019
(Date)

8/14/2019
(Date)