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☐ PICK-UP

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(Business Entity Name)

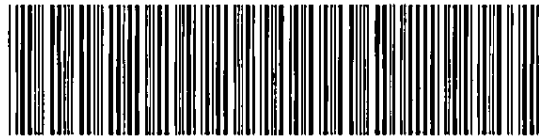
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Date: **December 19, 2019**

Account#: I20000000088

Name: **KEN HOWELL**

Reference #: **1169263**

Entity Name: **GENERATOR HOLDINGS, LLC**

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

**ISSUES? CALL  
KEN:  
518-213-0738**

Authorized Amount: **\$155.00**

Signature: \_\_\_\_\_

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Generator Holdings, LLC

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

Please return all correspondence concerning this matter to:

Gregg Gelber  
\_\_\_\_\_  
(Contact Person)  
Generator Holdings, LLC  
\_\_\_\_\_  
(Firm/Company)  
8995 SW 58TH AVENUE  
\_\_\_\_\_  
(Address)  
PINECREST, FL 33156  
\_\_\_\_\_  
(City, State and Zip Code)  
gmgelber@gmail.com  
\_\_\_\_\_  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Gregg Gelber \_\_\_\_\_ at ( 305 ) 299-4084  
(Name of Contact Person) (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)

<input checked="" 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 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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**Mailing Address:**

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

**Street Address:**

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

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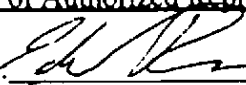
**Articles of Conversion**  
For  
**Generator Corp.**  
Into  
**Generator Holdings, LLC**

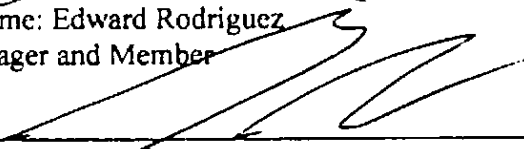
The Articles of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with s.605.1045, Florida Statutes.

1. The name of the Florida Corporation prior to the filing of these Articles of Conversion is Generator Corp. Its principal address is 68 SE 6<sup>th</sup> Street, #3601, Miami, FL 33131.
2. Generator Corp. was a Florida Corporation, first organized, formed or incorporated under the laws of the State of Florida on March 21, 2016.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Generator Holdings, LLC. It will maintain the same principal address.
4. These Articles of Conversion are effective on January 1, 2020.
5. The Plan of Conversion has been approved in accordance with all applicable statutes.
6. Generator Corp., and now Generator Holdings, LLC, has agreed to pay any shareholders, and now members, having appraisal rights the amount to which such shareholders, and now members, are entitled under 607.1302, 605.1006 and 605.1061-605.1072, F.S.

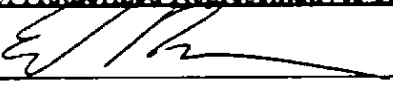
Signed this 26<sup>th</sup> day of December, 2019.

**Signature of Authorized Representatives of Generator Holdings, LLC:**

Signature:   
Printed Name: Edward Rodriguez  
Title: Manager and Member

Signature:   
Printed Name: Gregg Gelber  
Title: Manager and Member

**Signature of Authorized Representatives of Generator Corp.:**

Signature:   
Printed Name: Edward Rodriguez  
Title: President, Director and Shareholder

Signature:   
Printed Name: Gregg Gelber  
Title: Vice President, Director and Shareholder

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TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION  
OF  
GENERATOR HOLDINGS, LLC**

*(A Florida Limited Liability Company)*

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE 1**

**NAME**

The name of the Limited Liability Company is Generator Holdings, LLC (the "Company").

**ARTICLE 2**

**DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3**

**NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

**ARTICLE 4**

**ADDRESS**

The initial principal office address and the initial mailing address of the Company is 68 SE 6th Street, Apartment 3601, Miami, FL 33131.

**ARTICLE 5**

**INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is 68 SE 6th Street, Apartment 3601, Miami, FL 33131, and the name of the initial registered agent of the Company at that address is Edward Rodriguez.

**ARTICLE 6**

**MEMBERSHIP CERTIFICATES**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

## ARTICLE 7

### INDEMNIFICATION

The Company shall indemnify, to the fullest extent permitted under and in accordance with the laws of the State of Florida, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was manager, member, or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee, or agent of or in any other capacity with another company, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, or officer in defending any civil, criminal, administrative, or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager, or officer to repay such amount if it shall ultimately be determined that such member, manager, or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property in a proceeding by or in the right of someone other than the Company or a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors, trustees and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

**ARTICLE 8**  
**MANAGEMENT**

The Company shall be managed by managers in accordance with the Company's Operating Agreement. The initial Managers are:

Edward Rodriguez  
68 SE 6th Street  
Apartment 3601  
Miami, FL 33131

and

Gregg Gelber  
8995 SW 58th Avenue  
Pinecrest, Florida 33156

**ARTICLE 9**  
**AMENDMENT**

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

**IN WITNESS WHEREOF** the undersigned has executed these Articles as of the 26<sup>th</sup> day of December 2019, to be effective on the 1<sup>st</sup> day of January, 2020.

/s/ Edward Rodriguez  
Edward Rodriguez, Authorized Representative

*(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Edward Rodriguez hereby accepts the appointment as registered agent and agrees to act in this capacity. Edward Rodriguez further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and confirms that he is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.



Edward Rodriguez

Dated: December 26, 2019.

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TALLAHASSEE, FL