

L20000005168

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

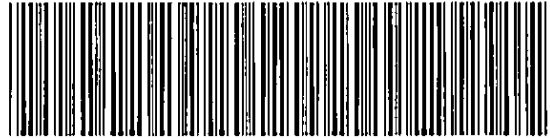
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

w20-873

Office Use Only



900338545159

900338545159
01/03/20--01003--009 **150.00

20 JAN -3 4:11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 JAN -3 PM 4:42

FILED

FLORIDA RESEARCH & FILING SERVICES, INC.

1211 CIRCLE DR

TALLAHASSEE, FL 32301

PH: 850-524-4381

PLEASE FILE THE ATTACHED CONVERSION FOR:

KRUGERCORPORATION USA LLC

PLEASE RETURN A STAMPED COPY

CHECK# 8554 FOR: \$150.00

THANK YOU!

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:
KRUGER USA L.L.C.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of California
(Enter state, or if a non-U.S. entity, the name of the country)

on 12/08/2017
(date of organization, formation or incorporation)

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

KRUGERCORPORATION USA 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.

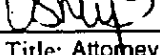
5. The plan of conversion has been approved in accordance with all applicable statutes.

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.

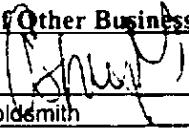
FILED
2020 JAN -3 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 27th day of December 2019.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Ashley Goldsmith Title: Attorney-in-Fact

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

Signature: 
Printed Name: Ashley Goldsmith Title: Attorney-in-Fact

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

Article I. Name

The name of this Florida limited liability company is:
KRUGERCORPORATION USA LLC

Article II. Address

The street address of the Company's initial principal office is:

80 S.W. 8th Street
Suite 2000
Miami FL 33130

The mailing address of the Company's initial principal office is:

80 S.W. 8th Street
Suite 2000
Miami FL 33130

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Alonso & Garcia, P.A.
5805 Blue Lagoon Dr., Ste. 200
Miami FL 33126

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
801 US Highway 1
North Palm Beach FL 33408
(561) 694-8107

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

Francisco Gordillo

80 S.W. 8th Street
Suite 2000
Miami FL 33130

Article VII. Company Existence

The Company's existence shall begin effective as of December 27, 2019.

The undersigned authorized representative of a member executed these Articles of Organization on 12/27/2019.


CORPORATE CREATIONS INTERNATIONAL INC.

Taide Sanchez, Vice President

By: Ashley Goldsmith, Attorney-in-Fact

Corporate Creations International Inc.
801 US Highway 1
North Palm Beach FL 33408
(561) 694-8107

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

KRUGERCORPORATION USA LLC

REGISTERED AGENT/OFFICE:

Alonso & Garcia, P.A.
5805 Blue Lagoon Dr., Ste. 200
Miami FL 33126

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ALONSO & GARCIA, P.A.

By: Ashley Goldsmith, Attorney-in-Fact

Date: December 27, 2019.

Corporate Creations International Inc.
801 US Highway 1
North Palm Beach FL 33408
(561) 694-8107