

L200000025071

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

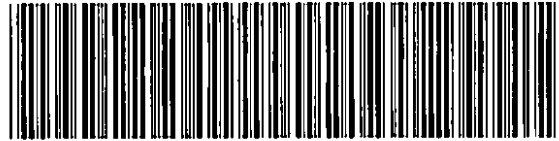
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2020 JAN 28 1 40

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2020 JAN 28 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Sunshine State Corporate Compliance Company**

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 1/27/2020

**\*\*WALK IN\*\***

ENTITY NAME PROSPERITY HOLDINGS ASSET LLC

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXX \_\_\_\_\_

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

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TALLAHASSEE, FLORIDA

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED 150

ACCOUNT #: I20160000072

*S. R. J. /*

Please call Tina at the above number for any issues or concerns. Thank you so much!

**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:  
**Prosperity Holdings Asset 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 **British Virgin Islands**

(Enter state, or if a non-U.S. entity, the name of the country)

on **JANUARY 12, 2010**

(date of organization, formation or incorporation)

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

**Prosperity Holdings Asset 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.

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Signed this 27th day of January 20 20

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: [Signature]  
Printed Name: Jenisa Irizarry Title: Attorney-in-Fact

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

Signature: [Signature]  
Printed Name: Jenisa Irizarry 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)  |

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# ARTICLES OF ORGANIZATION

## Article I. Name

The name of this Florida limited liability company is:  
Prosperity Holdings Asset LLC

## Article II. Address

The street address of the Company's initial principal office is:  
Prosperity Holdings Asset LLC  
150 SE 2ND AVE SUITE 906  
Miami FL 33131

The mailing address of the Company's initial principal office is:  
Prosperity Holdings Asset LLC  
150 SE 2ND AVE SUITE 906  
Miami FL 33131

## Article III. Registered Agent

The name and street address of the Company's registered agent is:  
VDT CORPORATE SERVICES LLC  
150 SE 2ND AVE SUITE 905  
Miami FL 33131

## 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

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#### 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:

JOSE ALENCAR ROSA FILHO  
150 SE 2ND AVE SUITE 906  
Miami FL 33131

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#### Article VII. Company Existence

The Company's existence shall begin effective as of January 12, 2010.

The undersigned authorized representative of a member executed these Articles of Organization on 1/27/2020.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Timothy Pratts Account Manager  
by Jenisa S. Irizarry as Attorney-in-Fact

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

# STATEMENT OF REGISTERED AGENT

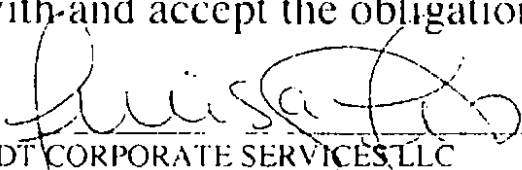
## LIMITED LIABILITY COMPANY:

Prosperity Holdings Asset LLC

## REGISTERED AGENT/OFFICE:

VDT CORPORATE SERVICES LLC  
150 SE 2ND AVE SUITE 905  
Miami FL 33131

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.

  
VDT CORPORATE SERVICES LLC  
Timothy Pratts, Account Manager  
by Jenisa S. Irizarry as Attorney-in-Fact  
Date: January 12, 2010.

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