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(City/State/Zip/Phone #)

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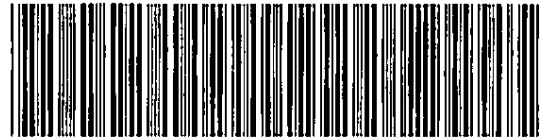
(Business Entity Name)

(Document Number)

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2018-03-31 PM 3:59

LEGALINC CORPORATE SERVICES INC.  
10601 CLARENCE DR., SUITE 250  
FRISCO, TX 75033  
(866) 757-5850  
Fax: (214) 317-4754  
FILINGS@LEGALINC.COM

Date: 03/29/2021

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

RE: GUSTAV, LLC

FILED  
2021 MAR 31 PM 2:59

**Please file and return to address below.**

LEGALINC CORPORATE SERVICES INC.  
10601 CLARENCE DR., SUITE 250  
FRISCO, TX 75033

Thank you!

**COVER LETTER**

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

**SUBJECT:** GUSTAV, 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:

Anna Manukyan

(Contact Person)

LEGALINC CORPORATE SERVICES INC.

(Firm/Company)

10601 CLARENCE DR STE 250

(Address)

FRISCO TX 75033

(City, State and Zip Code)

FILINGS@LEGALINC.COM

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

For further information concerning this matter, please call:

ANNA MANUKYAN

at ( 866 ) 757-5850

(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)

☒ \$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

**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

2011/07/31 PM 2:59

FILED  
MAR 31 PM 2:59  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
IN FLORIDA  
TALLAHASSEE

## ARTICLES OF CONVERSION

FOR

GUSTAV, INC., A FLORIDA CORPORATION,

INTO

A FLORIDA LIMITED LIABILITY COMPANY

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

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is GUSTAV, INC., organized under the laws of the State of Florida. 1040600 54345

2. GUSTAV, INC. is a Corporation, first organized formed or incorporated under the law of Florida on March 29, 2004.

3. The name of the Florida Limited Liability Company as set forth in the Articles of Organization attached hereto as Exhibit "A" is GUSTAV, LLC.

4. The effective date of this Conversion is the date of filing of these Articles of Conversion.

5. The conversion is permitted by the applicable law(s) governing the corporation and the conversion complied with such law(s) and the requirements of Section 607.1112, Florida Statutes, in effecting the conversion.

6. The Corporation currently exists on the official records in the jurisdiction under which it is currently organized, formed or incorporated.

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

8. The Corporation has agreed to pay any members having appraisal rights the amount to which such members are entitled under §§ 605.1006 and 605.1061-605.1072 of the Florida Statutes.

Signed this 29 day of March 2021.

**Signature of Member or Authorized Representative of Limited Liability Company:**  
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third-degree felony as provided for in Section 817.155, F.S.

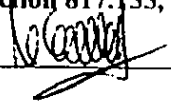
Signature of Member or Authorized Representative: 

Printed Name: Santiago J. Padilla

Title: Attorney-in-Fact

**Signatures(s) on behalf of Gustav, Inc.:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third-degree felony as provided for in Section 817.155, F.S.

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



Printed Name: Maria Eugenia Oliver

Title: Executive Vice President

EXHIBIT "A"  
Articles of Organization

**ARTICLES OF ORGANIZATION**

**OF**

**GUSTAV, LLC**

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2021/11/31 PM 2:59

The undersigned for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes Chapter 605, hereby make, acknowledge, and file the following Articles of Organization pursuant to Florida Statutes §605.0201.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be GUSTAV, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The initial mailing address and street address of the principal office of the Company is 370 San Lorenzo Avenue, No. 2410, Coral Gables, Florida 33146.

**ARTICLE III**

**DURATION**

The Company shall commence its existence on the date the Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the operating agreement.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is as follows:

Santiago J. Padilla, P.A.  
1395 Brickell Avenue, Suite 800  
Miami, Florida 33131

**ARTICLE V**

**ADMISSION OF NEW MEMBERS**

Except as set forth in the operating agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and

on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VI MANAGEMENT

The Company shall be a Manager-Managed company as provided in Florida Statutes, §605.0407(1), and shall be managed by the managers in accordance with Florida law and the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. Set forth below is/are the name(s) of the initial Managers of the Company, who has/have been duly designated to manage the Company as provided in Florida Statutes, §605.0407(2), and who will have the respective titles set forth below, with each Manager having the capacity to bind the Company and make decisions on behalf of the Company without the consent of the other Manager:

<u>Manager Name and Address</u>	<u>Title</u>
Cleo Holdings, Inc. 335 N.E. 61 <sup>st</sup> Street Miami, Florida 33137	Manager

#### ARTICLE VII INDEMNIFICATION

To the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, the Company shall indemnify and hold harmless each manager from and against any and all losses, claims, damages, liabilities or expenses of whatever nature, as incurred, arising out of or relating to the fact that such party was or is a manager of the Company. Notwithstanding the foregoing, no indemnification may be made to or on behalf of a manager if a judgment or other final adjudication adverse to such manager establishes (1) that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or (2) that he or she personally gained in fact a personal profit or other advantage to which he or she was not legally entitled.



ARTICLE VIII  
AMENDMENT

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon the Members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this the 29 day of March 2021.

SANTIAGO J. PADILLA, P.A.

By: 

Santiago J. Padilla, Esq.  
Organizer

Santiago J. Padilla, P.A.  
1395 Brickell Avenue, Suite 800  
Miami, Florida 33131


**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Section 605.0113, the following is submitted:

GUSTAV, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 1395 Brickell Avenue, Suite 800, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A. as its initial Registered Agent.

Date: March 29, 2021

SANTIAGO J. PADILLA, P.A.

By:   
Santiago J. Padilla, Esq.  
Organizer

Santiago J. Padilla, P.A.  
1395 Brickell Avenue, Suite 800  
Miami, Florida 33131

**ACKNOWLEDGEMENT OF REGISTERED AGENT**  
**OF**  
**GUSTAV, LLC**

Having been named as Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 605.0113 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: March 29, 2021

SANTIAGO J. PADILLA, P.A.

By: 

Name: Santiago J. Padilla, Esq.

Santiago J. Padilla, P.A.  
1395 Brickell Avenue, Suite 800  
Miami, Florida 33131