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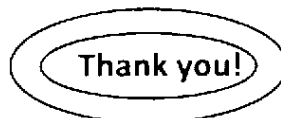
Name:	BT Rollover Holdings, Inc.
Document #:	
Order #:	13808648

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ARTICLES OF ENTITY CONVERSION
SECRETARY OF STATE
TALLAHASSEE, FL

July 28, 2021

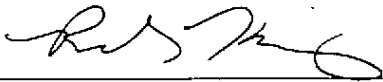
The undersigned, on behalf of the corporation named below, pursuant to the Florida Business Corporation Act (the "**Act**"), states as follows:

1. The name of the corporation immediately prior to the Effective Time (as defined below) is BT Rollover Holdings, Inc. (the "**Converting Corporation**"). The Converting Corporation shall convert to a Florida limited liability company and its name shall be BT Rollover Holdings, LLC (the "**Converted Entity**").
2. The Converting Corporation was originally incorporated on July 22, 2020 as a corporation with the name "BT Rollover Holdings, Inc." The Converting Corporation has at all times since its incorporation been a Florida corporation.
3. The plan of entity conversion, pursuant to § 607.11933 of the Act, including the full text of the articles of organization of the Converted Entity as they will be in effect immediately after consummation of the conversion, is attached as Exhibit A.
4. The plan of entity conversion was adopted by the Board of Directors of the Converting Corporation by unanimous written consent of such Board of Directors on July 28, 2021 and was adopted by the shareholders of the Converting Corporation by unanimous written consent on July 28, 2021.
5. The effective time of these Articles of Entity Conversion shall be 11:59 p.m. local time in Washington, D.C. on July 29, 2021 (the "**Effective Time**").

IN WITNESS WHEREOF, the undersigned has executed this Articles of Entity Conversion as of the date first set forth written above.

CONVERTING CORPORATION:

BT ROLLOVER HOLDINGS, INC.

By: _____

Name: Robert T. Kiffney

Title: President

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION
OF
BT ROLLOVER HOLDINGS, LLC**

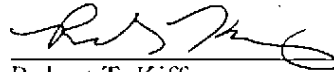
The undersigned, pursuant to Section 605.0201 of the Florida Revised Limited Liability Company Act, states as follows:

1. Name. The name of the limited liability company is BT Rollover Holdings, LLC (the "**Company**").

2. Initial Registered Agent. The name of the initial registered agent is Robert T. Kiffney. The Company's initial registered office address, which is identical to the business office of the registered agent, is 4394 Caldera Circle, Naples, Florida 34119. The registered office address is located in Collier County. The registered agent is an individual who is a resident of Florida.

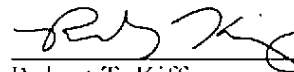
3. Principal Office. The Company's principal office address is: 4394 Caldera Circle, Naples, Florida 34119.

The undersigned has executed these Articles of Organization as of July 28, 2021.



Robert T. Kiffney
Organizer

THE UNDERSIGNED HEREBY CONSENTS TO ACT AS THE RESIDENT AGENT IN THE STATE OF FLORIDA FOR BT ROLLOVER HOLDINGS, LLC.



Robert T. Kiffney

**EXHIBIT A
TO
ARTICLES OF ENTITY CONVERSION**

PLAN OF ENTITY CONVERSION

[Attached]

PLAN OF ENTITY CONVERSION

July 28, 2021

Pursuant to Section 607.11931 of the Florida Business Corporation Act, the Plan of Entity Conversion for converting BT Rollover Holdings, Inc., a Florida corporation (the “**Converting Corporation**”), to BT Rollover Holdings, LLC, a Florida limited liability company (the “**Converted Entity**”), is set forth as follows:

1. The Converting Corporation shall be converted to the Converted Entity (the “**Conversion**”), and the Converted Entity shall be organized and governed as a limited liability company under the laws of the State of Florida;
2. Upon the consummation of the Conversion, the name of the Converted Entity shall be “BT Rollover Holdings, LLC”;
3. The Conversion shall become effective as of 11:59 p.m. local time in Washington, D.C. on July 29, 2021 (the “**Effective Time**”);
4. The full text of the Articles of Organization of the Converted Entity, as they will be in effect upon consummation of the Conversion, is attached hereto as Exhibit A;
5. At the Effective Time, by virtue of the Conversion, each share of common stock of the Converting Corporation, no par value, shall be converted into an equal number of membership interests in the Converted Entity, which will represent 100% of the membership interests in the Converted Entity; and
6. When the Conversion has been effected, from and after the Effective Time:
 - (a) the Converted Entity shall, for all purposes of the laws of the State of Florida, be deemed to be the same entity as the Converting Corporation;
 - (b) the Converted Entity shall have all of the rights, privileges and powers of the Converting Corporation, and all property (real, personal and mixed), and all debts due to the Converting Corporation, as well as all other things and causes of action belonging to the Converting Corporation, shall remain vested in the Converted Entity and shall be the property of the Converted Entity and the title to any real property vested by deed or otherwise in the Converting Corporation shall not revert or be in any way impaired by reason of the Conversion; and
 - (c) all rights of creditors and all liens upon any property of the Converting Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Converting Corporation that has converted shall remain attached to the Converted Entity, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as a corporation of the State of Florida.

[Signature on Following Page]

IN WITNESS WHEREOF, the undersigned has executed this Plan of Entity Conversion as of the date first set forth written above.

CONVERTING CORPORATION:

BT ROLLOVER HOLDINGS, INC.

By: 

Name: Robert T. Kiffney

Title: President