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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

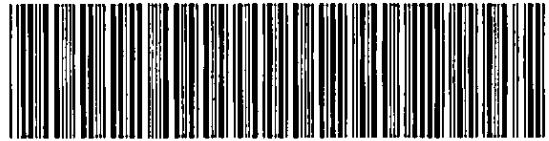
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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2021 AUG -9 PM 12:03

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*Handwritten signature*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 8, 2021

RICHARD SIERRA  
6501 CONGRESS AVE. #240  
BOCA RATON, FL 33487

SUBJECT: SOL FLORIDA LLC  
Ref. Number: W21000083128

2021 JUN -9 PM 1:22

We have received your document for SOL FLORIDA LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from the one presently on file.

CONFLICT NUMBER L21000143333

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Lillie S Kervin  
Regulatory Specialist II

Letter Number: 221A00012518

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## COVER LETTER

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

**SUBJECT:** SOL FLORIDA VENTURES, 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:

Richard Sierra

(Contact Person)

Florida Small Business Legal Center

(Firm/Company)

6501 Congress Ave. #240

(Address)

Boca Raton, FL 33487

(City, State and Zip Code)

info@businesslawyer.biz

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

For further information concerning this matter, please call:

Richard Sierra

at ( 561 ) 409-0364  
(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  
**"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:  
SOL FLORIDA LLC

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

on March 22, 2021  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
SOL FLORIDA VENTURES, 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 2nd day of August 2021

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

Signature of Authorized Representative: Matthew Koren  
Printed Name: Matthew Koren Title: Authorized Member

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

Signature: Matthew Koren  
Printed Name: Matthew Koren Title: Authorized Member

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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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I – Name:**

The name of the Limited Liability Company is SOL FLORIDA VENTURES, LLC

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

5753 Hwy 85 N. # 4415  
Crestview, FL 32536

**ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the Registered Agent are:

Richard Sierra, Esq.  
Richard Sierra & Associates, PA  
6501 Congress Ave. #240  
Boca Raton, FL 33487  
(561) 409-0364

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..*



\_\_\_\_\_  
Registered Agent's Signature

**ARTICLE IV – The Name and Address of each person authorized to manage and control the Limited Liability Company:**

AMBR

Matthew Koren  
5753 Hwy 85 N. # 4415  
Crestview, FL 32536

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

#### **ARTICLE V – Perpetual Duration**

The period of duration of **SOL FLORIDA VENTURES, LLC** is perpetual.

#### **ARTICLE VI – Form of Management**

The management of **SOL FLORIDA VENTURES, LLC** shall be vested on the members pursuant to the Operating Agreement.

#### **ARTICLE VII – Purpose**

The purpose of the company is to engage in any lawful or activity for which an LLC may be organized under the laws of Florida and the United States.

#### **ARTICLE VIII – Indemnification**

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this professional limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

- (1) Any breach of his or her duty of loyalty to the company, or to its members;
- (2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;
- (3) A transaction in which the manager benefits to the detriment of the company or its members.
- (4) An action for which the manager is liable at law and for which an indemnification is not allowed.

#### **ARTICLE IX – Operating Agreement**

The Operating Agreement will establish the duties and responsibilities of each authorized member as well as method of distribution of profits and liability for expenses. In the event of conflict between the Operating Agreement and the Articles of Organization, the Operating Agreement will govern.

**ARTICLE X - Right To Continue Business**

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in **SOL FLORIDA VENTURES, LLC** the remaining members have the right under the operating agreement to continue the business of the company.

**ARTICLE XI - Certificate of Membership**

A member's interest in **SOL FLORIDA VENTURES, LLC** may be evidenced by a certificate of membership interest signed by the Authorized Member of the LLC, which may be assigned or transferred. The right to assign or transfer a member's interest in **SOL FLORIDA VENTURES, LLC** is limited by the provisions of the Operating Agreement.

REQUIRED SIGNATURE:

*Matthew Koren*

\_\_\_\_\_  
Signature of a member or an authorized representative of a member  
**Matthew Koren, Authorized Member**

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.455, F.S.)

PH12:04

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