

L21000423598

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

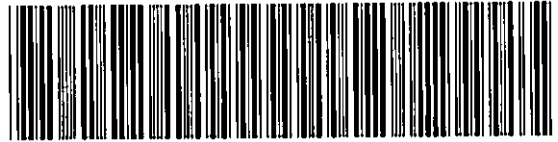
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



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09/24/21--01035--013 **180.00

RECEIVED
2021 SEP 24 PM 2:43
CALLAHAN, SEE, FITZ
2021 SEP 28 PM 4:30
OFFICE OF STATE
ATTORNEY GENERAL, RI
FILED



Filing Cover Sheet

To: Florida Division of Corporations

From: TAYLOR SEAY C/O Capitol Services, Inc.

Date: 9/24/2021

Trans#: 1235320

Entity Name: ELARA GROUP, LLC (AZ) COVNERTING INTO ELARA GROUP, LLC (FL)

Articles Incorporation ()

Articles of Amendment ()

Articles of Dissolution ()

Annual Report ()

Conversion (XX)

Fictitious Name ()

Foreign Qualification ()

Limited Liability ()

Limited Partnership ()

Merger ()

Reinstatement ()

Withdrawal / Cancellation ()

Other ()

STATE FEES PREPAID WITH CHECK#2369 FOR \$180.00

PLEASE RETURN:

Certified Copy (XX) Plain Photocopy ()

Good Standing () Certificate of Fact ()



FLORIDA DEPARTMENT OF STATE
Division of Corporations

REC'D
2021 SEP 28 PM 4
TALLAHASSEE, FLORIDA

September 24, 2021

CAPITOL SERVICES

SUBJECT: ELARA GROUP, LLC
Ref. Number: W21000128841

We have received your document for ELARA GROUP, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

List the date of organization for the "Other Business Entity."

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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.

Neysa Culligan
Regulatory Specialist III

Letter Number: 421A00023207

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**ARTICLES OF CONVERSION
FOR
ELARA GROUP, LLC**

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL

These Articles of Conversion are submitted to convert Elara Group, LLC, an Arizona limited liability company, into a Florida limited liability company in accordance with § 605.1045 of the Florida Revised Limited Liability Company Act.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is: Elara Group, LLC.

2. The "Other Business Entity" is a limited liability company first organized under the laws of the State of Arizona, on December 10, 2018.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: Elara Group, LLC.

4. The effective date of the conversion is the date these Articles of Conversion are filed with the Florida Department of State.

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 §§ 605.1006 and 605.1061-605.1072, Florida Statutes.

IN WITNESS WHEREOF, the undersigned authorized representative of Elara Group, LLC has executed these Articles of Conversion on September 23, 2021.


Michael Moshiri, Authorized Representative


Michael Moshiri, Manager of "Other
Business Entity"

ED

2021 SEP 28 PM 4:30

**ARTICLES OF ORGANIZATION
OF
ELARA GROUP, LLC**

RECORDS & CLERK OF STATE
TALLAHASSEE, FL

The undersigned hereby organizes a limited liability company under the provisions of the Florida Revised Limited Liability Company Act, and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is: Elara Group, LLC (hereafter, the "Company").

ARTICLE 2

Effective Date

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3

Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 8437 Tuttle Ave., Suite 375, Sarasota, FL 34243.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of the Company is 100 E. Madison Street, Suite 202, Tampa, FL 33602, and the name of the initial registered agent of the Company at that address is Micah G. Fogarty.

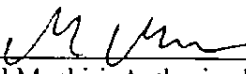
ARTICLE 5
Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed limited liability company within the meaning of Section 605.0102(39) of the Act.

ARTICLE 6
Indemnification

The Company shall indemnify its managers and members to the fullest extent authorized by law.

IN WITNESS WHEREOF, the undersigned authorized representative of the member has executed these Articles of Organization on Sept. 23, 2021.



Michael Moshiri, Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
ELARA GROUP, LLC**

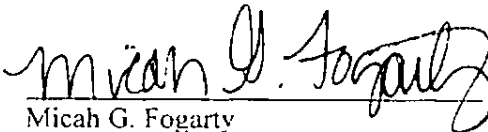
Pursuant to the provisions of Section 605.0113 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: **ELARA GROUP, LLC**
2. The name and address of the registered agent and office are:

Micah G. Fogarty, Esq.
100 E. Madison Street, Suite 202
Tampa, FL 33602

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, Florida Statutes.

Dated: Sept. 23, 2021.


Micah G. Fogarty

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SECRETARY OF STATE
TALLAHASSEE, FL

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