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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

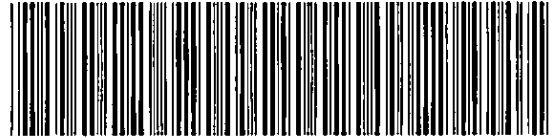
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



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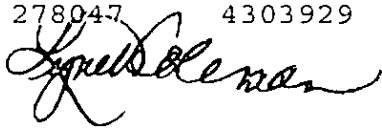
2021 DEC -3 AM 11:52

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

2021 DEC -3 AM 8:24

U.S. DEPARTMENT OF STATE
WASHINGTON, DC, FL

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 278047 4303929
AUTHORIZATION : 
COST LIMIT : \$ 180.00

ORDER DATE : December 2, 2021
ORDER TIME : 10:01 AM
ORDER NO. : 278047-010
CUSTOMER NO: 4303929

DOMESTIC AMENDMENT FILING

NAME: CARIBBEAN PEARL LLC

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION AND INCORPORATION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT#

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 3, 2021

CSC

SUBJECT: CARIBBEAN PEARL, LLC
Ref. Number: W21000154258

RESUBMIT
Please give original
submission date as file date.

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

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: 721A00029097

2021-12-03 AM 8:25
S. ALICE J. STATE
ALL IN SE FL

CERTIFICATE OF CONVERSION

FOR

"Other Business Entity"

INTO

Florida Limited Liability Company

The Certificate 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 this Certificate of Conversion is: **CARIBBEAN PEARL, LLC.**
2. The "Other Business Entity" is a limited liability company, first organized, formed or incorporated under the laws of Delaware on March 13, 2020.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: **CARIBBEAN PEARL, LLC.**
4. The effective date of the conversion is: December 2, 2021
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.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
this 2nd day of December 2021.


CARIBBEAN PEARL, LLC, a Delaware
limited liability company

By: **Invigo Worldwide Limited**, as Manager

By: 
Name: Karen Marshall
Title: Director of Invigo Worldwide Limited

CARIBBEAN PEARL, LLC, a Florida
limited liability company

By: **Invigo Worldwide Limited**, as Manager

By: 
Name: Karen Marshall
Title: Director of Invigo Worldwide Limited

2021-12-03 AM 8:25
RECEIVED BY STATE
NOTARIAL PUBLIC

**ARTICLES OF ORGANIZATION
OF
CARIBBEAN PEARL, LLC**

ARTICLE I - Name

The name of the limited liability company is **CARIBBEAN PEARL, LLC** (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 12973 SW 112th Street #348, Miami, FL, 33186.

ARTICLE III- Management

The Company shall be managed by its manager, as set forth in the Company's Operating Agreement, and is therefore a manager-managed company. The initial manager of the Company is Invigo Worldwide Limited, Floor 3/32 Mahuhu Crescent, Auckland Central, Auckland 1010 NZ.

ARTICLE IV - Registered Agent and Office

The street address of the Company's initial registered agent and office is 4600 Military Trail, Suite 212, Jupiter, FL 33458, and the name of its initial registered agent at such office is Pineiro Byrd PLLC.

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.

Dated this 2nd day of December 2021.

/s/ Steven M. Heckert
Steven M. Heckert
Authorized Representative

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for **CARIBBEAN PEARL, LLC**, at the place designated in these Articles of Organization, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 605.

Dated this 2nd day of December 2021.

Pineiro Byrd PLLC

/s/ Barry B. Byrd
Pineiro Byrd PLLC

RECEIVED - 3 PM 6:25
OFFICE OF THE CLERK OF THE
STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF CONVERSION

This **AGREEMENT AND PLAN OF CONVERSION** (this "Plan"), dated as of November 22, 2021, is made by **CARIBBEAN PEARL, LLC**, a Delaware limited liability company (the "Converting LLC").

WHEREAS, the Converting LLC desires to effect the conversion (the "Conversion") into **CARIBBEAN PEARL, LLC**, a limited liability company formed under the laws of the State of Florida (the "Converted LLC") in accordance with the applicable provisions of the Florida Revised Limited Liability Company Act (the "FLLCA") and the Delaware Limited Liability Company Act (the "DLLCA"); and

WHEREAS, the member (the "Members") of the Converting LLC deems it in the best interest of the Converting LLC to adopt and approve this Plan and the Conversion.

NOW, THEREFORE, in consideration for their mutual promises and intending to be legally bound hereby, the undersigned parties agree as follows:

1. **The Conversion.** The name of the Converting LLC is **CARIBBEAN PEARL, LLC**, a limited liability company formed under the laws of the State of Delaware, and the name of the entity into which the Converting LLC will convert is **CARIBBEAN PEARL, LLC**, a limited liability company formed under the laws of the State of Florida.

2. **Conversion; Effective Time; Organizational Documents.** Pursuant to the applicable provisions of the FLLCA and the DLLCA, the Converting LLC shall be converted into the Converted LLC upon (i) the filing with the Department of State of the State of Delaware (the "DE DOS") of an certificate of conversion, substantially in the form attached hereto as Exhibit A, and (ii) the filing with the Secretary of State of the State of Florida (the "FL SOS") of an articles of conversion, substantially in the form attached hereto as Exhibit B, and the articles of organization, in the form attached hereto as Exhibit C (the "Certificate of Formation"), which shall serve as the organizational document by which the Converted LLC shall be formed under the FLLCA (the time at which such filings are accepted by the DE SOS and the FL DOS, the "Effective Time"). At the Effective Time, the Converted LLC shall be the sole continuing entity and shall be governed by the laws of the State of Florida, as provided in the FLLCA.

3. **Conversion of Membership Interests.** At the Effective Time, by virtue of the Conversion and without any action by any party hereto, (i) all of the outstanding limited liability company interests, securities or rights to acquire limited liability company interests or securities of the Converting LLC owned or held by the Member immediately prior to the Effective Time shall be automatically converted into and shall become 100% of the limited liability company interests in the Converted LLC, and (ii) the Member shall automatically be admitted to the Converted LLC as the sole member of the Converted LLC and the Member shall continue the Converted LLC without dissolution.

4. **Effect of Conversion.** At the Effective Time, (i) the Converted LLC shall, for all purposes, be deemed to be the same entity as the Converting LLC; (ii) the title to all real property and other property, or any interest therein, owned by the Converting LLC remains vested in the Converted LLC without reversion or impairment by operation of the FLLCA; and (iii) the Converted LLC shall continue to be responsible and liable for all liabilities and obligations of the Converting LLC, including any liability to the Member having appraisal rights under § 605.1006 and §§ 605.1061-1072 of the FLLCA with respect to the Conversion.

5. **Limited Liability Company Agreement.** In connection with the Conversion, the Member shall execute an amended and restated limited liability company agreement, substantially in the form attached hereto as Exhibit D, to be effective upon the filing of the Certificate of Formation.

6. **Officers.** The officers of the Converting LLC in office immediately preceding the Effective Time shall continue as the officers of the Converted LLC, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Certificate of Formation and limited Liability Company Agreement of the Converted Entity.

7. **Amendment of Plan.** The Member may amend this Plan at any time prior to the Effective Time, subject to applicable laws.

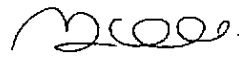
8. **Governing Law.** The Plan shall be governed by, and construed in accordance with the laws of the State of Florida, without regard to the rules of conflict of laws of such state that would cause the laws of another jurisdiction to apply.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Plan as of the date first set forth above:

CARIBBEAN PEARL, LLC, a Delaware
limited liability company

By: **Invigo Worldwide Limited**, as Manager

By: 
Name: Karen Marshall
Title: Director of Invigo Worldwide Limited