

L22000 274866

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

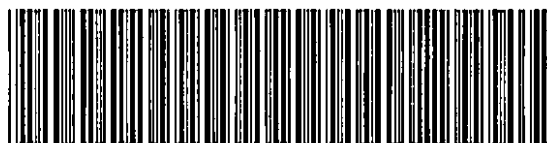
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W22000 059056

Office Use Only



600385125826

04/15/22--01024--022 **150.00

FILED
2022 JUN -8 PM 10:49
U.S. DISTRICT COURT
NORTH DAKOTA
GRAND FORK



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 6, 2022

BRIAN KACZYNSKI
3570 HIBISCUS ST
MIAMI, FL 33133 US

SUBJECT: SECOND SOUND LLC
Ref. Number: W22000059056

We have received your document for SECOND SOUND 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 document number of the name conflict is M19000008560.

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.

Coates Brianna
Regulatory Specialists II

Letter Number: 722A00010508

FILED
2022 JUN -8 PM 10:49
TALLAHASSEE
FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Second Sound 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:

Brian Kaczynski

(Contact Person)

Second Sound LLC

(Firm/Company)

3570 Hibiscus St.

(Address)

Miami, FL 33133

(City, State and Zip Code)

briankaz@secondsound.com

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

For further information concerning this matter, please call:

Brian Kaczynski

at (305)

498-5918

(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

FILED
2022 JUN -8 PM 10:49
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

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:
Second Sound 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 Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on January 23, 2014
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Second Sound LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: Immediately

(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.

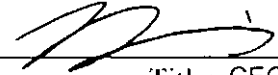
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

M19000008560

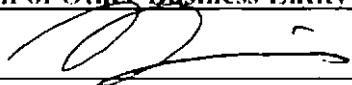
FILED
2022 JUN -8 PM 10:49
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

Signed this 11 day of April 20 22.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Brian Kaczynski Title: CEO and Founder

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

Signature: 
Printed Name: Brian Kaczynski Title: CEO and Founder

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)

FILED
2022 JUN -8 PM 10:49
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Second Sound LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

3570 Hibiscus St.

Miami, FL 33133

Mailing Address:

3570 Hibiscus St.

Miami, FL 33133

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Brian Kaczynski

Name

3570 Hibiscus St.

Florida street address (P.O. Box **NOT** acceptable)

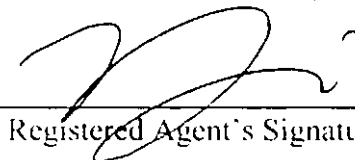
Miami

FL 33133

City

Zip

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 (REQUIRED)

(CONTINUED)

FILED
2022 JUN -8 PM 10:49
CLERK OF DISTRICT COURT
STATE OF FLORIDA

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Brian Kaczynski

3570 Hibiscus St.

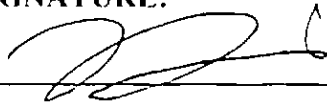
Miami, FL 33133

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

FILED
2022 JUN -8 PM 10:49
CLERK

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.817.155, F.S.

Brian Kaczynski

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

**CORRECTED CERTIFICATE OF CONVERSION
OF
SECOND SOUND LLC**

to be filed pursuant to Section 18-211(b)

1. The name of the Limited Liability Company is Second Sound LLC.
2. A Certificate of Conversion was filed by the Secretary of State of Delaware on June 9, 2021 and said Certificate requires correction as permitted by Section 18-211 of the Limited Liability Company Act.
3. The inaccuracy or defect of said Certificate is that, due to a clerical error, the street number provided in Article 6 was typed incorrectly. As corrected, the Certificate of Conversion should appear as follows:

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE LIMITED LIABILITY COMPANY
TO A NON-DELAWARE ENTITY
PURSUANT TO SECTION 18-216 OF
THE LIMITED LIABILITY COMPANY ACT**

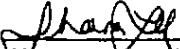
1. The name of the Limited Liability Company is Second Sound LLC.
2. The date of filing of its original certificate of formation with the Secretary of State is January 23, 2014.
3. The jurisdiction in which the business form, to which the limited liability company shall be converted, is organized, formed or created is Florida.
4. The conversion has been approved in accordance with this section.
5. The limited liability company may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the limited liability company arising while it was a limited liability company of the State of Delaware, and that is irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed to by the Secretary of State is Second Sound LLC, 3570 Hibiscus St., Miami, Florida 33133.

In Witness Whereof, the undersigned authorized person has executed this Corrected Certificate of Conversion this 29th day of July, 2021.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:49 AM 07/29/2021
FILED 11:49 AM 07/29/2021

SR 20212836290 - File Number 5468968

**Delaware Corporations LLC
Authorized Person**

By: 
Shauna Lee, Vice President

FILED
2022 JUL -8 PM 10:49