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(Business Entity Name)

(Document Number)

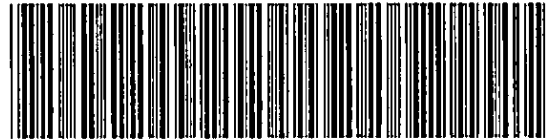
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FRANCHISING  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2022 MAY 31 AM 10:10

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## COVER LETTER

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

**SUBJECT:** Calluna Collective 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:

Amy J. Wolterman

(Contact Person)

Calluna Collective LLC

(Firm/Company)

78126 Saddle Rock Road

(Address)

Yulee, FL 32097

(City, State and Zip Code)

amy@callunacollective.com / kso@kunbio.com

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

For further information concerning this matter, please call:

Amy J. Wolterman

at ( 859 ) 3336428

(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

**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:  
Calluna Collective LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Foreign 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 Georgia  
(Enter state, or if a non-U.S. entity, the name of the country)

on January 7, 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**:  
Calluna Collective 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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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signed this 05 day of May 20 22

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

Signature of Authorized Representative: AW  
Printed Name: Amy J. Wolterman Title: President

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

Signature: AW  
Printed Name: AMY J. WOLTERMAN Title: PRESIDENT

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)

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Calluna Collective 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:

78126 Saddle Rock Road

Yulee, FL 32097

### Mailing Address:

78126 Saddle Rock Road

Yulee, FL 32097

## 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:

Amy J. Wolterman

Name

78126 Saddle Rock Road

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

Yulee

FL 32097

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)

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TALLAHASSEE, 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

AMBR

**Name and Address:**

Amy J. Wolterman

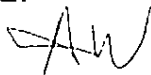
MGR

Amy J. Wolterman

(Use attachment if necessary)

**ARTICLE V:** Other provisions, if any.

**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.

Amy J. Wolterman

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)**

# STATE OF GEORGIA

## Secretary of State

Corporations Division  
313 West Tower  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

### CERTIFICATE OF CONVERSION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **4/21/2022** converting

**Calluna Collective, LLC**  
a Domestic Limited Liability Company

to

**Calluna Collective, LLC**  
a Foreign Non-Qualifying Entity

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **05/05/2022**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State

### **CERTIFICATE OF CONVERSION**

This Certificate of Conversion is submitted for filing in compliance with O.C.G.A. 14-11-906 Pursuant to those provisions, the undersigned certifies the following:

1. The name of the Domestic Limited Liability Company immediately prior to filing this Plan of Conversion is Calluna Collective LLC (the "**Converting Entity**").
2. The date of formation of the Converting Entity/the Converting Entity's original articles of incorporation were filed with the State of Georgia's Secretary of State is January 7, 2021
3. The original jurisdiction of formation of the Converting Entity is the State of Georgia.
4. The name of the converted entity is Calluna Collective LLC, and it will be a Florida State Domestic Limited Liability Company.
5. The conversion has been approved by the owners as required pursuant to O.C.G.A. 14-11-906.
6. The Converting Entity hereby agrees that it may be served with process in the State of Florida in any action, suit, or proceeding for enforcement of any obligation of the Converting Entity arising while it was a corporation of the State of Georgia, and hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such action, suit, or proceeding.
7. The address to which the Florida Secretary of State may mail a copy of the service of process is 78126 Saddle Rock Road, Yulee, FL 32097 US.
8. This Certificate of Conversion shall be effective on the date it is filed with the Secretary of State of Georgia

**IN AFFIRMATION THEREOF**, the facts stated above are true and correct:

Calluna Collective LLC

By: AW  
Amy J. Wolterman, SOLE MEMBER

Date: 04/21/2022

**Name and address to return filed document:**

Kunbi Sijuwade-Odubogun  
Principal Attorney  
Counselle Law PLLC  
kso@kunbio.com  
411 Theodore Fremd Avenue, Suite 206,  
Rye, NY, 10580