

L22 000 438094

(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



300395268653

10/04/22-- 01021--025 **150.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

22 OCT - 4 AM 7:18

FILED

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Makao Group Inc. conversion to Makao Group 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:

Terry Grant

(Contact Person)

(Firm/Company)

2425 Cherrywood Dr.

(Address)

Union City, Ca. 94587

(City, State and Zip Code)

tgrant37@gmail.com

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

For further information concerning this matter, please call:

Terry Grant at (408) 483-2502

(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

22 OCT - 4 AM '18
 SECRETARY OF STATE
 TALLAHASSEE, FL
FILED

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:
Makao Group Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on November 26, 2019
(date of organization, formation or incorporation)

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

Makao Group LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 10/1/2022

(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.

22 OCT -4 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

21906000612

Signed this 22nd day of September 20 2022.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Terry Grant
Printed Name: Terry Grant Title: Owner/Secretary

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

Signature: Anita Kibunguchy-Grant
Printed Name: Anita Kibunguchy-Grant Title: Owner/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)

22 OCT -6 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Makao Group 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:

Mailing Address:

6554 Old Winter Garden Rd
Orlando, FL 32835

2425 Cherrywood Dr.
Union City, Ca. 94587

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:

Linda Latson
Name

6554 Old Winter Garden Rd
Florida street address (P.O. Box **NOT** acceptable)

Winter Garden FL 32835
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..

Linda Latson
Registered Agent's Signature (REQUIRED)

(CONTINUED)

FILED
22 OCT -4 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF CONVERSION
OF
MAKAO GROUP INC.**

This Plan of Conversion (the "Plan") of Makao Group, Inc., a Florida corporation (the "Corporation"), is approved as of November 26, 2019.

WHEREAS, the Corporation is organized under the laws of the State of Florida;

WHEREAS, the Corporation desires to convert into and to hereafter become and continue to exist as a Florida Limited Liability company pursuant to Section 605.1042 et seq. of the Florida Revised Limited Liability Company Act (the "LLC Act") and Section 607.1112 et seq. of the Florida Business Corporation Act (the "Business Corporation Act");

WHEREAS, pursuant to Section 605.1042 et seq. of the LLC Act and Section 607.1112 et seq. of the Business Corporation Act, the Board of Directors of the Corporation has, by resolutions duly adopted, recommended this Plan to the shareholders of the Corporation (the "Shareholders") to effect the conversion of the Corporation to a Florida limited liability company pursuant to Section 605.1042 et seq. of the LLC Act (the "Conversion"), upon the terms and subject to the conditions set forth in this Plan; and

WHEREAS, this Plan has been approved and adopted by the Shareholders;

NOW, THEREFORE, this Plan is hereby approved to convert the Corporation into a Florida limited liability company:

1. Conversion. Upon the terms and subject to the conditions set forth in this Plan, and pursuant to Section 605.1042 et seq. of the LLC Act and Section 607.1112 et seq. of the Business Corporation Act, at the Effective Time (as hereinafter defined), the Corporation shall be converted into and shall hereafter become and continue to exist as a Florida limited liability company under the name "Makao Group LLC" (the "LLC").

2. Effective Time. The Conversion shall become effective (the "Effective Time") at the effective time and date specified in the Articles of Conversion and Articles of Organization (the "Articles"), substantially the form attached hereto as Exhibit A, filed with the Secretary of State in the State of Florida.

3. Effects of the Conversion. The consummation of the Conversion shall have all of the effects set forth in Section 605.1046 of the LLC Act and Section 607.1114 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, at the Effective Time, all of the obligations of the Corporation, as well as all of the rights, privileges and powers of the Corporation, and all property, real, personal and mixed, and all debts due to the Corporation or owed by the Corporation, and all franchises, licenses and permits held by the Corporation, as well as all other things and causes of action belonging to the Corporation, shall remain vested in the LLC and shall be the property of the LLC, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of Section 605.1046 of the LLC Act and Section 607.1114 of the Business Corporation Act.

SECRETARY OF STATE
22 OCT - 4 AM '19

FILED

4. Operating Agreement of the LLC. At the Effective Time, the bylaws of the Corporation shall be replaced by and the LLC shall be governed by, the LLC operating agreement, substantially in the form attached hereto as Exhibit B as amended in accordance with the terms thereof (the "Operating Agreement").
5. Directors and Officers. The directors of the Corporation immediately prior to the Effective Time shall be the directors of the LLC from and after the Effective Time until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of the LLC Act (and deemed managers of the Corporation for purposes of the LLC Act) and the terms of the Operating Agreement. The officers of the Corporation immediately prior to the Effective Time shall be the officers of the LLC from and after the Effective Time until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of the LLC Act and the terms of the Operating Agreement.
6. Conversion of Shares. At the Effective Time, by virtue of the Conversion and without any action on the part of the Corporation, the LLC or any holder thereof, the shares of common stock, no par value, of the Corporation, issued and outstanding immediately prior to the Effective Time, all of which are held by the Shareholders, shall be automatically converted into one hundred percent (100%) of the limited liability company interests of the LLC. Immediately prior to the Effective Time, there shall be outstanding no class or series of capital stock of the Corporation other than its common stock, no par value.
7. Termination. This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.
8. Effect of Termination. If this Plan is terminated pursuant to Section 7 hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.
9. Amendment. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.
10. Governing Law. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

22 OCT -4 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the undersigned hereby approves this Plan of Conversion as of this 22nd day of September, 2022.

Signed: *Terry Grant*
Printed: Terry Grant, Owner/Secretary

Signed: *Anita Kibunguchy-Grant*
Printed: Anita Kibunguchy-Grant, Owner/President

22 OCT -4 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED