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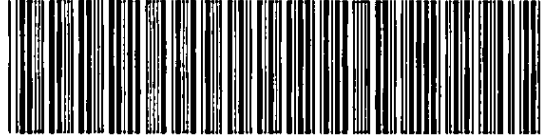
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

2841 EXECUTIVE DRIVE•SUITE 120•CLEARWATER•FLORIDA•33762
VOICE (727) 540-0001•FAX (727) 540-0027



† Denis A. Cohrs, Esq.
dcohrs@cohrlaw.com

† Board Certified Real Estate Attorney

December 21, 2022

VIA FEDEX

Division of Corporations
New Filings Section
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Rose Public Affairs, LLC

Dear Sir/Madam:

Enclosed for filing is a Plan and Articles of Conversion/Domestication of Rose Public Affairs, LLC, a District of Columbia limited liability company, to convert the same to a Florida limited liability company. In addition, enclosed are the original Articles of Organization of Rose Public Affairs, LLC, a Florida limited liability company. Finally, enclosed is the Firm's check in the amount of \$185.00 representing the filing fees, a certified copy and a certificate of status.

Should you have questions, please feel free to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Denis A. Cohrs".

Denis A. Cohrs

DAC/lrg
Encl.

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Rose Public Affairs, 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:

Denis A. Cohrs

(Contact Person)

The Cohrs Law Group, P.A.

(Firm/Company)

2841 Executive Drive, Suite 120

(Address)

Clearwater, FL 33762

(City, State and Zip Code)

dcohrs@cohrslaw.com

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

For further information concerning this matter, please call:

Denis A. Cohrs, Esq.

at (727)

540-0001

(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

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TALLAHASSEE, FL 32303

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**PLAN AND ARTICLES OF CONVERSION/DOMESTICATION
OF
ROSE PUBLIC AFFAIRS, LLC
(District of Columbia to Florida)**

The undersigned, hereby makes, subscribes, acknowledges, and files, (i) with the Secretary of State of the State of Florida, Division of Corporation, in accordance with Sections 605.1041 through 605.1046, and Sections 605.1051 through 605.1056, Florida Statutes, and (ii) with the Department of Licensing and Consumer Protection (DLCP), Business and Professional Licensing Administration, Corporations Division of the District of Columbia, in accordance with Sections 29-809.06 through 29-809.09, Code of the District of Columbia, this Plan and Articles of Conversion/Domestication for the purpose of causing the jurisdiction of organization of Rose Public Affairs, LLC, to be converted from the District of Columbia to the State of Florida.

1. Purpose. The sole member of the Rose Public Affairs, LLC has determined it to be in the best interest of said limited liability company to change the jurisdiction of its organization from the District of Columbia to the State of Florida.

2. Original Organization. Rose Public Affairs, LLC was organized as a limited liability company under the laws of the District of Columbia pursuant to its Articles of Organization filed in the office of the Department of Consumer & Regulatory Affairs District of Columbia Government, Corporations Division, reflecting an effective date of organization of November 1, 2018, under initial file number L00006106642. The jurisdiction that constituted the seat, siege, social, or principal place of business or central administration of the domesticating entity or any other equivalent jurisdiction under applicable law, immediately before the filing of this Plan and Articles of Conversion/Domestication was the District of Columbia.

3. Name of Entity. The name of the domesticating entity immediately prior to the filing of these Articles of Domestication was Rose Public Affairs, LLC and the name of the domesticating entity after the filing of these Articles of Conversion/Domestication shall remain Rose Public Affairs, LLC.

4. Effective Date. The effective date of the conversion/domestication of the foreign limited liability company in the State of Florida and the District of Columbia is 12:01 AM on January 1, 2023.

5. Statutory Authority.

(a) A limited liability company organized under the laws of the District of Columbia may become a foreign limited liability company pursuant to Sections 29-809.06 through 29-809.09 of the Code of the District of Columbia.

(b) A limited liability company organized under the laws of a foreign jurisdiction may be converted to a Florida entity and be domesticated in the State of Florida pursuant to Sections 605.1041 through 605.1046, and Sections 605.1051 through 605.1051 through 605.1056, Florida Statutes and conversion or domestication is not prohibited in any manner under the laws of the State of Florida.

6. Conversion of Interests; Appraisal Rights. The manner of converting the outstanding membership interests shall be an equal conversion of all of the membership interests of the District of Columbia entity into all of the membership interests of Florida converted entity. Rose Public Affairs, LLC has agreed to pay to any of its members with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072.

7. Service of Process For Prior Debts. In accordance with §29-809.05, Code of the District of Columbia, Surviving Entity consents to the jurisdiction of the Superior Court of the District of Columbia to enforce any debt, obligation, or other liability owed prior to the effective date of the conversion/domestication. Surviving Entity may be served with process in the same manner and with the same consequences as in §29-104.12, Code of the District of Columbia.

8. Surrender of Charter. Upon the Effective Date or the acceptance of these Articles of Conversion/Domestication by the Florida Secretary of State and the issuance of a charter, whichever is later, the charter issued by the District of Columbia to Rose Public Affairs, LLC shall be surrendered without further action.

9. Notice. Any notice required in connection with these Articles of Conversion/Domestication may be mailed to the following address:

200 104th Ave, #300
Treasure Island, FL 33706

10. Florida Articles of Organization. Attached hereto as **Exhibit A** are Florida Articles of Organization to complete the domestication requirements pursuant to s.605.1041, Florida Statutes.

11. Certificate Of Status. Attached hereto as **Exhibit B** is a certificate of status, or equivalent document, from the Department of Licensing and Consumer Protection of the District of Columbia, Division of Corporations, concerning Rose Public Affairs, LLC.

12. Authorization of Conversion/Domestication. The conversion/domestication has been approved by the sole member in accordance with the laws of the District of Columbia and the laws of the State of Florida and by each member who as a result of the conversion will have interest holder liability under s. 605.1043(1)(b) and whose approval is required. In accordance with Section 605.1043 (4), the sole member hereby waives written notice of a meeting for the approval of this Plan and Articles of Conversion/Domestication and by the execution hereof consents to the actions set forth herein.

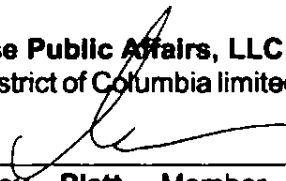
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[Signature Page Follows]

[Signature Page to Plan and Articles of Conversion/Domestication]

The undersigned is authorized to sign these Articles of Conversion/Domestication on behalf of the designated entity.

Rose Public Affairs, LLC
a District of Columbia limited liability company

By: 
Corey Platt, Member and Authorized Representative

Date: December 19, 2022

Rose Public Affairs, LLC
a Florida limited liability company

By: 
Corey Platt, Member and Authorized Representative

Date: December 9, 2022


Corey Platt, Member

Date: December 19, 2022

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT "A"

**ARTICLES OF ORGANIZATION
OF
ROSE PUBLIC AFFAIRS, LLC**

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida, as the same may be amended from time to time.

(All capitalized terms contained in these Articles of Organization shall have the meaning ascribed to them herein or in Chapter 605, Florida Statutes, The Revised Florida Limited Liability Act).

**ARTICLE I
NAME**

The name of this Limited Liability Company is **ROSE PUBLIC AFFAIRS, LLC.**

**ARTICLE II
COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Limited Liability Company (the "Company") shall commence upon the Effective Date of the Articles of Conversion/Domestication filed Contemporaneously herewith, having an Effective Date of 12:01 AM on January 1, 2023, and it shall thereafter have perpetual existence.

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TALLAHASSEE, FLORIDA

**ARTICLE III
MAILING ADDRESS AND PRINCIPAL OFFICE**

The principal place of business of the Company shall be:

**200 104th Ave, #300
Treasure Island, FL 33706**

and such other place or places in or outside of the State of Florida as the Company may from time to time determine.

ARTICLE IV
REGISTERED AGENT

The initial Registered Agent and Registered Office of the Company shall be:

Corey Platt
200 104th Ave, #300
Treasure Island, FL 33706

ARTICLE V
PURPOSE

The Company may engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Florida.

ARTICLE VI
OPERATING AGREEMENT

The Members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of the Company not inconsistent with laws of the State of Florida or these Articles.

ARTICLE VII
INITIAL MEMBER(S)

The name and business address of the initial Member(s) of this Company is:

Corey Platt
200 104th Ave, #300
Treasure Island, FL 33706

ARTICLE VIII
MANAGEMENT OF BUSINESS

The conduct and management of the Company, pursuant to specific rules regarding the rights and duties of the Member(s) as enumerated in the Operating Agreement of the Company, shall be vested in the Member(s) and the Company shall be designated as a member managed entity.

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TALLAHASSEE, FLORIDA

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ARTICLE IX
OWNERSHIP OF PROPERTY

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of the Company.

ARTICLE X
TRANSFERABILITY OF MEMBERS' INTEREST

A Member's interest in the Company may be transferred, whether voluntarily or involuntarily, only with the unanimous written consent of all the remaining Members of the Company if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of the Company.

ARTICLE XI
ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all existing Members.

ARTICLE XII
AMENDMENTS

These Articles may be amended from time to time by the majority agreement of the Members, and the amendments shall be filed with the Florida Department of State, duly signed by an Authorized Representative of the Company.

IN WITNESS WHEREOF, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 19 day of December, 2022.



Corey Platt, authorized agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.



Corey Platt

Date: December 19, 2022

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

EXHIBIT "B"

Initial File #: L00006106642
Entity Type: LLC

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF LICENSING AND CONSUMER PROTECTION
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code (Title 29) have been complied with and accordingly, this ***CERTIFICATE OF GOOD STANDING*** is hereby issued to

Rose Public Affairs LLC

WE FURTHER CERTIFY that the domestic entity is formed under the law of the District on 11/01/2018 : that all fees, and penalties owed to the District for entity filings collected through the Mayor have been paid and Payment is reflected in the records of the Mayor; The entity's most recent biennial report required by § 29-102.11 has been delivered for filing to the Mayor; and the entity has not been dissolved. This office does not have any information about the entity's business practices and financial standing and this certificate shall not be construed as the entity's endorsement.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 12/16/2022 3:40 PM

Business and Professional Licensing Administration



Rebecca Janovich

REBECCA JANOVICH
Deputy Superintendent of Corporations,
Corporations Division

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SECRETARY OF STATE
JALLAHASSA
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Muriel Bowser
Mayor

Tracking #: K9ZztZVo