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| (Re | questor's Name) | |
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| (Cit | y/State/Zip/Phone | e #) |
| PICK-UP | ☐ WAIT | MAIL |
| (Bu | siness Entity Nar | ne) |
| (Do | cument Number) | |
| Certified Copies | _ Certificates | s of Status |
| Special Instructions to | Filing Officer: | |
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Office Use Only



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SECRETARY OF STAIR

Tallahassee, FL 32314

COVER LETTER

| TO: New Filing Section Division of Corporations | | | |
|---|------------------------------------|---|---|
| Nontrol Automata Distribution Co | ompany, LLC | | |
| SUBJECT. | ılting Florida Limite | ed Company) | |
| The enclosed Articles of Conversion, Articl Business Entity" into a "Florida Limited Lia | | | |
| Please return all correspondence concerning | this matter to: | | |
| M. Timothy Hanlon | | | |
| (Contact Person) | | | |
| Alley, Maass, Rogers & Lindsay, P.A. | | | |
| (Firm/Company) | - | | |
| 340 Royal Pocincina Way, Suite 321 | | | |
| (Address) | | | |
| Palm Beach, Fl 33480 | | | TAL S |
| (City, State and Zip Code) | | | |
| clyne@amrl.com | | | HAS. |
| E-mail Address: (to be used for future annual rep | port notifications) | • | 121 PA |
| For further information concerning this mat | ter, please call: | | 23 JAN 27 PH 6: 40 SEGRETARY HE SENE CLAHASSTEL FEBRUS, |
| M. Timothy Hanlon | at (⁵⁶¹ | 659-1770 | 32 5 |
| (Name of Contact Person) | (Area Code) | (Daytime Telephone Number) | |
| Enclosed is a check for the following amou dollars and drawn on a bank located in the C \$150.00 Filing Fees \$155.00 Filing Fees | United States) ■\$180.00 Filing | Fees \$185.00 Filing Fees, | be payable in US |
| (\$25 for Conversion and Certificate of \$\\$ \$125 for Articles of Organization) | and Certified Cop | oy Certified Copy, and Certificate of Status | |
| Mailing Address: New Filing Section Division of Corporations P.O. Box 6327 | | 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 <u>and attached Articles of Organization</u> are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.605.1045, Florida Statutes.

| The name of the "Other Business Entity" immediately prior to the filing of the Articles of Nocturnal Animals Distribution Company, LLC | Conversion is: |
|---|--|
| (Enter Name of Other Business Entity) | |
| 2. The "Other Business Entity" is a [Enter entity type. Example: corporation, limited partnership, general partnership, common law | - Lucius Assault A |
| (Enter entity type: Example: corporation, fimited partnership, general partnership, common taw First organized, formed or incorporated under the laws of | or business trust, cic.) |
| First organized, formed or incorporated under the laws of (Enter state, or if a non-U.S. entity, the name | e of the country) |
| on 7/22/2015 and then filed for conversion to a California limited liabili December 22, 2022 (date of organization, formation or incorporation) | ty company on |
| 3. The name of the Florida Limited Liability Company as set forth in the attached Articles Nocturnal Animals Distribution Company, LLC | 1 |
| (Enter Name of Florida Limited Liability Company) | Z3 JAN SECRET ALLAHA |
| 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 cal | lender days after |
| the date this document is filed by the Florida Department of State.) <u>Note:</u> If the date inserted in this block does not meet the applicable statutory filing requirements, this date will document's effective date on the Department of State's records. | I not he listed to the Control of th |
| 5. The plan of conversion has been approved in accordance with all applicable statutes. | ₹ 7 6 |

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.

| Signed this day of | _20 |
|--|--|
| Signature of Authorized Representative of Limit | ed Liability Company: |
| Signature of Authorized Representative: Tom Ford Printed Name: Thomas C. Ford | Title: Member |
| Signature(s) on behalf of Other Business Entity: [5 | |
| Signature: Tom Ford Printed Name: Thomas C. Ford | Title: Member |
| Signature:Printed Name: | |
| | |
| 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 Off Directors or Officers have not been selected, an Inc. | |
| If Florida General Partnership or Limited Liabilit Signature of one General Partner. | y Partnership: |
| If Florida Limited Partnership or Limited Liabilit Signatures of ALL General Partners. | y Limited Partnership: |
| All others: Signature of an authorized person. | |
| Fces: | |
| Articles of Conversion: Fees for Florida Articles of Organization: Certified Copy: Certificate of Status: | \$25.00 \$125.00 \$30.00 (Optional) \$5.00 (Optional) |

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

| ARTICLE I - Name: The name of the Limited Liability Comp | any is: |
|--|--|
| Nocturnal Animals Distribution Company, LL | C |
| (Must contain the words "Limited | 1 Liability Company, "L.L.C.," or "LLC.") |
| - | f the principal office of the Limited Liability Company is |
| Principal Office Address: | Mailing Address: |
| 340 Royal Poinciana Way, Ste 321 | 340 Royal Poinciana Way, Ste. 321 |
| Palm Beach, Fl 33480 | Palm Beach, FI 33480 |
| | |

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:

| | Name | 23 SEU FALL |
|------------------------|-----------------------------|-------------------|
| 340 Royal Poinciana Wa | ay, Ste. 321 | JAN JAN |
| Florida street address | (P.O. Box <u>NOT</u> accept | |
| Palm Beach | FL ³³⁴⁸⁰ | |
| 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)

Thomas C. Ford

| <u>Title:</u> "AMBR" = Authorized Member | Name and Address: |
|--|--|
| "MGR" = Manager Member | Thomas Ford |
| | c/o Alley, Maass, Rogers & Lindsay, P.A. 340 Royal Poinciana Way, #321, PB FL 33480 |
| | |
| | |
| | |
| , | |
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| | |
| | SEC - |
| (Use attachment if necessary) | |
| RTICLE V: Other provisions, if any. | SSE C |
| | - <u> </u> |
| | 第2 第4 |
| REQUIRED SIGNATURE: | •• |
| Tour Ford | |

Typed or printed name of signee Filing Fees

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

\$ 5.00 Certificate of Status (Optional) \$ 30.00 Certified Copy (Optional)

FILED

COVER LETTER

| TO: New Filin | | | | | | |
|--|-------------------------------|---|-----------------------------------|-------------------------------|---|--|
| Noo | turnal A | nimals Distribution Cor | npany, LLC | | | |
| SUBJECT: | | (Name of Resu | lting Florida Lim | ited Com | pany) | |
| Business Entity" | ' into a | "Florida Limited Lia | bility Compan | iv" in ac | I fees are submitted to con cordance with s. 605.1045 | vert an "Other , F.S. |
| Please return all | correst | ondence concerning | this matter to. | • | | |
| M. Timothy Hanle | ρΠ | | | | | |
| | | (Contact Person) | | | | |
| Alley, Maass, Ro | gers & I. | indsay, P.A. | <u></u> | _ | | |
| | | (Firm/Company) | | | | Pio N |
| 340 Royal Pocino | ina Wa | y, Suite 321 | | _ | | ECC. |
| | | (Address) | | | | |
| Palm Beach, Fl 3 | 3480 | | | | | 21 ASS (58 |
| , | (Cit | y, State and Zip Code) | | | | 23 JAN 27 PM 6: 40 SECRETARY OF JINE ALLAHASSPE, 41 ORIO |
| clyne@amrl.com | | | | | | |
| E-mail Address | s: (to be | used for future annual rep | out notifications) |) | | H 6: 10 |
| For further info | rmatio | concerning this mat | ter, please cal | l: | | ₹. – – |
| M. Timothy Hanl | on | | _at (<u></u> | _)_659- | 1770 | |
| (Name of | Contact | Person) | (Area Coo | de) (Day | ytime Telephone Number) | |
| Enclosed is a cl dollars and dray | neck fo wn on a | r the following amou bank located in the | nt: (All check: United States) | s proces: | sed by this office must be | payable in US |
| \$150.00 Filing (\$25 for Conversion & \$125 for Article of Organization) | on | S155.00 Filing Fees and Certificate of Status | ■\$180.00 Fili and Certified C | _ | ☐\$185.00 Filing Fees, Certified Copy, and Certificate of Status | |
| P.O. Bo | ling Se n of Co ox 6327 | ction rporations | | New Divis The 0 2415 | et Address: Filing Section sion of Corporations Centre of Tallahassee N. Monroe Street, Suite 8 thassee, FL 32303 | 310 |

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: Nocturnal Animals Distribution Company, LLC |
|---|
| (Enter Name of Other Business Entity) |
| 2. The "Other Business Entity" is a |
| First organized, formed or incorporated under the laws of (Enter state, or if a non-U.S. entity, the name of the country) |
| on 7/22/2015 and then filed for conversion to a California limited liability company on December 22, 2022 (date of organization, formation or incorporation) |
| 3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: Nocturnal Animals Distribution Company, LLC (Finer Name of Florida Limited Liability Company) |
| (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 Rusiness Entity" has agreed to pay any members having appraisal rights the amount to |

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.

Fees:

Articles of Conversion:

Certified Copy: Certificate of Status:

Fees for Florida Articles of Organization:

| グロウゼロコク | 23 JAN 2 1 | - |
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| | <u> 6</u> : | ٠. |

| Signed this day of | cember 22 |
|--|---|
| | |
| Signature of Authorized Represe | ntative of Limited Liability Company: |
| | ative: Tom Ford Title: Member |
| Signature of Authorized Represent | Title: Member |
| Trinted Name: Thomas C. 1 Grd | Anto: |
| Signature(s) on behalf of Other Bu | isiness Entity: [See below for required signature(s)] |
| DocuSepted by | |
| Signature: Tom Ford | Title: Member |
| Printed Name: Thomas C. Fold | Title, manuer |
| Signature: | |
| Printed Name: | Title: |
| | |
| Signature: | Title: |
| Printed Name: | |
| Signature: | |
| Printed Name: | Title: |
| | |
| Signature: | Title: |
| Fillited Name. | |
| Signature: | Title: |
| Printed Name: | Title: |
| 16 121 - aida Composations | |
| If Florida Corporation: Signature of Chairman, Vice Chairman | man, Director, or Officer. |
| If Directors or Officers have not be | en selected, an Incorporator must sign. |
| | |
| If Florida General Partnership of | r Limited Liability Partnersup: |
| Signature of one General Partner. | |
| If Florida Limited Partnership o | r Limited Liability Limited Partnership: |
| Signatures of ALL General Partner | rs. |
| | |
| All others: Signature of an authorized person. | |
| arguature of an aumorized person. | |

\$25.00

\$125.00

\$30.00 (Optional) \$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

| | | ^ | |
|---|---|---|--|
| Nocturnal Anima | als Distribution Company, LL (Must contain the words "Limited | Liability Company, "L.L.C.," or "LLC.") | |
| ARTICLE II - The mailing add | · Address: | the principal office of the Limited | Liability Company is: |
| Principal Offic | ce Address: | Mailing Address: | |
| | ciana Way, Ste 321 | 340 Royal Poinciana Way, S | Ste. 321 |
| ARTICLE III (The Limited Liabil | - Registered Agent, Reg | Palm Beach, Fl 33480 istered Office, & Registered Age vn Registered Agent. You must designate an in | nt's Signature: ndividual or another |
| (The Limited Liabil business entity wit | - Registered Agent, Regity Company cannot serve as its ovin an active Florida registration.) | istered Office, & Registered Age | == |
| ARTICLE III (The Limited Liabil business entity wit | - Registered Agent, Regity Company cannot serve as its ovin an active Florida registration.) | istered Office, & Registered Age vn Registered Agent. You must designate an i | == |
| ARTICLE III (The Limited Liabil business entity wit | - Registered Agent, Regity Company cannot serve as its over the active Florida registration.) the Florida street address | istered Office, & Registered Age vn Registered Agent. You must designate an i | == |
| ARTICLE III (The Limited Liabil business entity wit | - Registered Agent, Regity Company cannot serve as its over the an active Florida registration.) the Florida street address of M. Timothy Hanlon | istered Office, & Registered Age vn Registered Agent. You must designate an in of the registered agent are: Name | == |
| ARTICLE III (The Limited Liabil business entity wit | - Registered Agent, Regity Company cannot serve as its over the provided registration.) the Florida street address M. Timothy Hanlon 340 Royal Poinciana V | istered Office, & Registered Age vn Registered Agent. You must designate an in of the registered agent are: Name | 23 JAN 27 PH SECRETARY OF TALLAHASSEE. |
| ARTICLE III (The Limited Liabil business entity wit | - Registered Agent, Regity Company cannot serve as its over the provided registration.) the Florida street address M. Timothy Hanlon 340 Royal Poinciana V | istered Office, & Registered Age vn Registered Agent. You must designate an in of the registered agent are: Name Vay, Ste. 321 | 23 JAN 27 PH SECRETARY OF TALLAHASSEE. |

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)

| Title: "AMBR" = Authorized Member "MGR" = Manager Member | Name and Address: |
|---|--|
| | Thomas Ford |
| | c/o Alley Maass, Rogers & Lindsay, P.A. |
| | 340 Royal Poinciana Way, #321, PB FL 33480 |
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| | SEC |
| (Use attachment if necessary) CLE V: Other provisions, if any. | CRETAR AHASS |
| | \$5 \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ |
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| | 5 <u>5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 </u> |
| PROMINED CICNATUDE. | |
| REQUIRED SIGNATURE: | |
| tom Ford | |
| —————————————————————————————————————— | |
| Cimentum of a mombar | or an authorized representative of a member nee with section 605.0203 (1) (b), Florida Statutes, I am aware that |

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)