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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: The Sahni Group, PLLC

(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:

Param Sahni

(Contact Person)

The Sahni Group, PLLC

(Firm/Company)

105 Corridor Road

(Address)

Ponte Vedra Beach, FL 32004

(City, State and Zip Code)

psahni@tsg.law

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

For further information concerning this matter, please call:

Param Sahni at (352) 281-5520

(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
NEW YORK PROFESSIONAL LIMITED LIABILITY COMPANY
INTO FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

The Articles of Conversion and attached Articles of Organization are submitted to convert the following New York Professional Limited Liability Company into a Florida Professional Limited Liability Company in accordance with Section 605.1045, Florida Statutes.

1. The name of the New York Professional Limited Liability Company immediately prior to the filing of this Articles of Conversion is:

THE SAHNI GROUP, PLLC

2. THE SAHNI GROUP, PLLC, is a professional service limited liability company organized under the laws of the State of New York, formed on **January 02, 2020**.

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

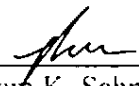
THE SAHNI GROUP, PLLC

4. The conversion is effective as of the date of filing.

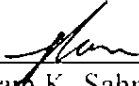
5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 24th day of April, 2023.

THE SAHNI GROUP, PLLC
a New York professional service limited liability
company

By: 
Param K. Sahni, Manager

THE SAHNI GROUP, PLLC
a Florida professional limited liability company

By: 
Param K. Sahni, Manager

Param K. Sahni, Esq.
FL Bar Number: 1022160
The Sahni Group, PLLC
105 Corridor Road #1878
Ponte Vedra, Florida 32004

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FILED
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA
TALLAHASSEE

PLAN OF CONVERSION

This PLAN OF CONVERSION of THE SAHNI GROUP, PLLC, from a New York professional limited liability company into a Florida professional limited liability company (the "Plan"), is entered into and adopted as of the 24th day of April, 2023.

RECITALS:

A. THE SAHNI GROUP, PLLC (the "LLC") is a professional service limited liability company organized and existing under the laws of the State of New York, identified by ID Number 5680589.

B. The sole member of the LLC deems it advisable to convert from a New York professional service limited liability company to a Florida professional limited liability company pursuant to this Plan and pursuant to the applicable provisions of the laws of the States of New York and Florida.

PLAN

1. Conversion to Florida Limited Liability Company. At the effective date of conversion, the LLC shall cease to be a New York professional service limited liability company and shall become a Florida professional limited liability company. The "effective date of conversion" shall be effective April 25, 2023, as the date on which the Articles of Conversion, substantially in the form attached hereto as Exhibit "A", and incorporated herein by reference for all purposes, is to be filed in the office of the Florida Division of Corporations.

2. Continued Existence. Following the conversion, the LLC shall be a professional limited liability company, duly formed and in existence pursuant to the laws of the State of Florida under the name of THE SAHNI GROUP, PLLC. The Articles of Organization of the LLC, to be filed with the Florida Division of Corporations, are attached hereto as Exhibit "B" and are incorporated herein by reference.

3. Governing Law. At all times during and after the conversion, the LLC shall be governed by the laws of the State of Florida, the terms of the Articles of Organization, and the terms of the Operating Agreement adopted by the LLC.

4. Conversion of Membership Units. The manner and basis of converting the issued and outstanding Membership Units in the LLC, shall be on a one-for-one basis, as soon as practicable, after the effective date of conversion.

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5. Effect of Conversion. As of the effective date of conversion: (a) the Florida LLC shall own all property, real, personal, and mixed, of the New York LLC, without the necessity of transfer; (b) the Florida LLC shall succeed to and shall possess and enjoy all rights, privileges, immunities, powers, and franchises, both of a public and private nature; (c) the Florida LLC shall be subject to the same restrictions, disabilities, and duties; (d) the Florida LLC shall be obligated for all prior debts of the New York LLC, on whatever account; (e) all rights of creditors and all liens upon any property of the New York LLC shall be preserved unimpaired, and all debts, liabilities, and duties of the New York LLC shall attach to the Florida LLC and may be enforced against it. No member shall, as a result of this conversion, become personally liable for the liabilities or obligations of the converted entity.


6. Accounting Matters. The assets and liabilities of the New York LLC, as of the effective date of conversion, shall be recorded on the books of Florida LLC, in the amounts at which they were carried at the time on the books of New York LLC.

7. Filing Certificate of Conversion. The Articles of Conversion in substantially the form attached hereto as Exhibit "A" shall be signed by Albert Smeal, as Manager, and delivered to the Florida Secretary of State pursuant to Section 605.1045, Florida Statutes.

8. Governing Law. To the extent not otherwise stated, this Plan shall be governed by and construed in accordance with the laws of the State of Florida, as applicable.

The parties hereto have caused this Plan of Conversion to be executed effective as of the date first above written.

THE SAHNI GROUP, PLLC,
a New York professional service limited liability
company

By: 
Param K. Sahni, Manager

Param K. Sahni, Esq.
FL Bar Number: 1022160
The Sahni Group, PLLC
105 Corridor Road #1878
Ponte Vedra, Florida 32004

THE SAHNI GROUP, PLLC,
a Florida professional limited liability company

By: 
Param K. Sahni, Manager

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FILED
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA
TALLAHASSEE

**Articles of Organization of
The Sahni Group, PLLC**

The undersigned, for the purpose of forming a professional limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

**Article I
Name**

The name of this professional limited liability company shall be:

The Sahni Group, PLLC

**Article II
Principal Office and Mailing Address**

The principal office of this professional limited liability company shall be:

The Sahni Group, PLLC
105 Corridor Road #1878
Ponte Vedra Beach, Florida 32004

The mailing address of this professional limited liability company shall be:

The Sahni Group, PLLC
105 Corridor Road #1878
Ponte Vedra Beach, Florida 32004

**Article III
Initial Registered Agent and Address**

The name and street address of the initial registered agent of this professional limited liability company are:

Param K. Sahni
105 Corridor Road #1878
Ponte Vedra Beach, Florida 32004

**Article IV
Management**

This professional limited liability company shall be manager-managed for purposes of Section 605.0407 and other provisions of the Act. The initial Manager and Member of this professional limited liability company is:

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Param K. Sahni, Esq.
Florida Bar Number: 1022160

Article V

Duration

The existence of this professional limited liability company shall commence on the date these Articles are signed. The duration of this limited liability company is perpetual.

Article VI

Purposes

This professional limited liability company is organized for the purpose of the practice of law.

Article VII

Operating Agreement

The initial Operating Agreement of this professional limited liability company shall be adopted by this professional limited liability company and its members. The Operating Agreement shall be adopted, altered, amended, or repealed from time to time as provided in the Operating Agreement.

Article VIII

Amendment

The members, by vote of members holding a majority of the interests in this professional limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

ARTICLE IX

Personal Liability

No manager of the professional limited liability company shall be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, except to the extent that by law a manager's liability for monetary damages may not be limited. No amendment or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any manager of the professional limited liability company for or with respect to any acts or omissions of such manager occurring prior to such amendment or repeal.

ARTICLE X

Indemnification

Managers and members shall be indemnified and held harmless by the professional limited liability company to the fullest extent permitted by Florida law against all expense, liability and loss (including without limitation attorney's fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the manager or member arising out of or related to such manager's or member's service to the professional limited liability company. There shall be no right to indemnification

pursuant to this Article X, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness of the manager or member seeking indemnification. The right to indemnification hereunder shall continue as to a person who has ceased to be a manager or member of the professional limited liability company and shall inure to the benefit of his or her heirs, executors and personal and legal representatives.

The undersigned has executed these Articles of Organization the 24th day of April, 2023.



PARAM K. SAHNI, Authorized Representative

Param K. Sahni, Esq.
Fl. Bar Number: 1022160
The Sahni Group, PLLC
105 Corridor Road #1878
Ponte Vedra, Florida 32004

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Param K. Sahni
105 Corridor Road #1878
Ponte Vedra, Florida 32004

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.


1. The name of the professional limited liability company is:

THE SAHNI GROUP, PLLC

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

PARAM K. SAHNI
105 Corridor Road #1878
Ponte Vedra Beach, Florida 32004

Having been named as registered agent and to accept service of process for the above- stated professional 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, Florida Statutes.


PARAM SAHNI, Registered Agent

Param K. Sahni, Esq.
Fl. Bar Number: 1022160
The Sahni Group, PLLC
105 Corridor Road #1878
Ponte Vedra, Florida 32004

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