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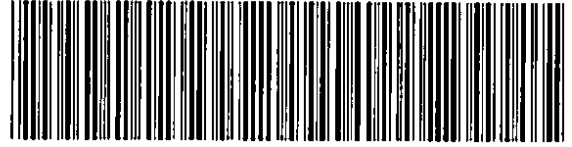
(Business Entity Name)

(Document Number)

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Account#: 1200000000088

Date 07/25/2023

Name Jennifer

Reference # 2071246

Entity Name VW3 CAPITAL MANAGEMENT, LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other

Upon filing please provide a certified copy

Authorized Amount 180.00

Signature J Bialowas

**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:  
VW3 Capital Management, LLC

(Enter Name of Other Business Entity)

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

on January 24, 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**:  
VW3 Capital Management, 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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Signed this 21 day of July 2023.

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

Signature of Authorized Representative: W. Radler  
Printed Name: William D. Radler Title: Manager

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

Signature: W. Radler  
Printed Name: William D. Radler Title: Manager

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)

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**ARTICLES OF ORGANIZATION**  
*of*  
**VW3 CAPITAL MANAGEMENT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes, Chapter 605 (the "*Act*"), hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be VW3 Capital Management, LLC (the "*Company*"). The mailing and street address of the principal office of the Company shall be 2029 3rd Street North, Jacksonville Beach, Florida 32250.

**ARTICLE II**

**PURPOSES AND POWERS**

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are FT Corporate Services, LLC, 501 Riverside Avenue, Suite 700, Jacksonville, Florida 32202.

**ARTICLE IV**

**ADMISSION OF MEMBERS**

No additional members shall be admitted to the Company except as permitted under the terms of the Company's operating agreement, which may be amended from time to time, or in the absence of an operating agreement, by the Act.

**ARTICLE V**

**TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved pursuant to the terms of the Company's operating agreement, which may be amended from time to time, or in the absence of an operating agreement, by the Act.

## **ARTICLE VI**

### **MANAGER**

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The name and address of the manager shall be:

William D. Radler  
2029 3rd St. North, Jacksonville Beach, Florida 32250

## **ARTICLE VII**

### **OFFICERS**

The Company shall have officers that shall be elected in the manner set forth in the Operating Agreement of the Company. The officers shall hold the offices and have the responsibilities accorded to them by the manager as set forth in the Operating Agreement. The names of the initial officers of the Company are:

William D. Radler	President
Vanessa A. Radler	Chief Operating Officer

## **ARTICLE VIII**

### **DURATION AND COMMENCEMENT**

The Company shall exist perpetually. The Company's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Company's existence shall commence upon filing by the Department of State.

*Remainder of Page Intentionally Blank – Signature Page Follows*

IN WITNESS WHEREOF, the undersigned made and subscribed these Articles of Organization for the foregoing use and purpose this 21 day of July, 2023.



\_\_\_\_\_  
William D. Radler. as Authorized  
Representative

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

Pursuant to the provisions of the Florida Statutes, VW3 Capital Management, LLC, a Florida limited liability company (the "*Company*"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is VW3 Capital Management, LLC.
2. The name and address of the registered agent and office are FT Corporate Services, LLC, 501 Riverside Avenue, Suite 700, Jacksonville, Florida 32202.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the 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 the Florida Revised Limited Liability Company Act.

DATED: This 24<sup>th</sup> day of July, 2023.

FT CORPORATE SERVICES, LLC,  
a Florida limited liability company,  
as Registered Agent

By: Traci L. Venable  
Traci L. Venable, as Authorized  
Representative