

L23000366804

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

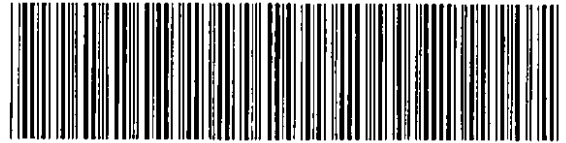
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800411808138

07/13/23--01024--096 \*\*180.00

Joseph B. Collins  
John E. Drost, Jr.  
Rachel M. Fancy \*  
Frank P. Fitzgerald  
Kevin J. Hassett, Jr.  
Daryl M. Johnson  
Bradford R. Martin, Jr.  
Andrea M. O'Connor \*  
Seth N. Stratton \*  
Christina M. Turgeon

\*Also admitted in Connecticut



Direct e-mail: [jed@fitzgeraldpc.com](mailto:jed@fitzgeraldpc.com)

July 12, 2023

**VIA FEDERAL EXPRESS**

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

***Re: Articles of Conversion***  
***MDNConsulting LLC/MDN Network Solutions LLC***

Dear Sir or Madam:

Enclosed please find the Articles of Conversion, Articles of Organization, Manager's Certificate, Plan of Conversion and Certificate of Good Standing from the Secretary of the Commonwealth of Massachusetts with regard to the above referenced matter. Also enclosed is our firm's check no. 1894 in the amount of \$180.00 made payable to the Florida Secretary of State representing the filing fee.

Should you have any questions regarding the enclosed documents, please do not hesitate to contact me.

Very truly yours,

John E. Drost, Jr.

JED/pjc  
Enclosures

**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:  
MDNCONSULTING 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 the Commonwealth of Massachusetts  
(Enter state, or if a non-U.S. entity, the name of the country)

on July 9, 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**:  
MDN NETWORK SOLUTIONS 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.

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

MDN NETWORK SOLUTIONS 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:

5561 Heatherton Road

Milton, FL 32570

### Mailing Address:

5561 Heatherton Road

Milton, FL 32570

## 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:

Jason Michael McDonald

Name

5561 Heatherton Road

Florida street address (P.O. Box **NOT** acceptable)

Milton

FL 32570

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)

**MDNCONSULTING LLC**

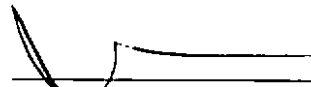
**Manager's Certificate**

The undersigned, Jason Michael McDonald, being a duly appointed Manager of MDNConsulting LLC, a Massachusetts limited liability company (the "**Company**"), and as such Manager being authorized to execute this Certificate, hereby certifies as follows:

RESOLVED: To authorize the Company to enter into a Plan of Conversion by and among the Company and MDN Network Solutions LLC, a limited liability company to be registered with the Secretary of the State of Florida, a copy of said Plan is attached hereto:

RESOLVED: Said Jason Michael McDonald is authorized on behalf of the Company to execute the aforementioned Plan of Conversion and further, to execute and have filed with the Secretary of the State of Florida, in conformity with Florida General Laws, Articles of Conversion and Articles of Organization and/or other required documents and any and all documents on behalf of the Company necessary to effectuate the aforesaid Conversion.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand as of the 11<sup>th</sup> day of July, 2023.

  
\_\_\_\_\_  
Jason Michael McDonald  
Manager, Duly Authorized

## **PLAN OF CONVERSION**

This is a Plan of Conversion (this "Plan"), dated July 11, 2023 by and between MDNConsulting LLC, a Massachusetts limited liability company (the "LLC") and MDN Network Solutions LLC, a future Florida limited liability company (the "Surviving LLC").

The parties hereby prescribe the terms and conditions of said Plan of Conversion and the mode of carrying the same into effect as follows:

1. Capitalized Terms. Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Amended and Restated Limited Liability Company Agreement of the LLC, dated as of July 11, 2023 (the "LLC Agreement").

2. Conversion of the LLC into Surviving LLC. On the Effective Date, the LLC will convert into the Surviving LLC (the "Conversion"), and the existence of the LLC in Massachusetts will be dissolved. The Surviving LLC to the Conversion is and will continue its existence under Florida law as a limited liability company. The name of the Surviving LLC shall be unchanged.

3. Articles of Conversion and Articles of Organization. On the date the Articles of Conversion and Articles of Organization of the Surviving LLC (the "Articles"), are filed with the Florida Secretary of State, the Articles will thereafter continue to be its Articles until changed as provided by law.

4. Members. On the Effective Date, the members of the LLC shall become the members of the Surviving LLC in accordance with the terms of the LLC Agreement.

5. Interest in the LLC. The manner and basis of converting Membership Interests, Membership Profit Interest and Options shall be as follows:

(a) Each Membership Interest in the LLC issued and outstanding immediately prior to the Effective Date shall be converted into and shall thereafter evidence an equal Membership Interest in the surviving LLC.

(b) There are no options to purchase Membership Interest to be converted.

6. Asset and Liabilities. As a result of the Conversion, by operation of law and without further act or deed, on the Effective Date, all of the property, rights, interests and other assets of the LLC will be transferred to and vested in the Surviving LLC and the Surviving LLC will assume all of the liabilities of the LLC.

7. Approval, Adoption and Filing. If the Agreement has not been terminated pursuant to paragraph 8 hereof, appropriate Articles of Conversion will be executed and shall become

effective upon filing by the Surviving LLC with the Florida Secretary of State (the "Effective Date"). This Agreement was adopted in the following manner:

As to the LLC, by the unanimous written consent of the members.

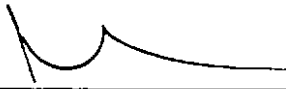
As to the surviving LLC, by the unanimous written consent of the members.

The Tax Identification number of the LLC will become the Tax Identification number of the Surviving LLC.

8. Termination. This Agreement may be terminated in the event the Conversion is abandoned by the Surviving LLC or the LLC at any time prior to the Effective Date.

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Plan of Conversion to be executed by their respective authorized representatives as of the day and year first above written.

MDNCONSULTING LLC

A handwritten signature in black ink, appearing to read 'J. McDonald', written over a horizontal line.

Name: Jason Michael McDonald

Title: Manager

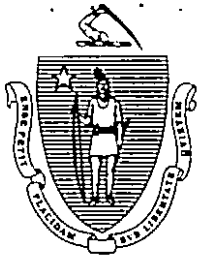
MDN NETWORK SOLUTIONS LLC

A handwritten signature in black ink, appearing to read 'J. McDonald', written over a horizontal line.

Name: Jason Michael McDonald

Title: Manager





William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

June 7, 2023

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

**MDNCONSULTING LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **July 9, 2019.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **JASON MICHAEL MCDONALD**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **JASON MICHAEL MCDONALD**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **JASON MICHAEL MCDONALD**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth