

L23000378338

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

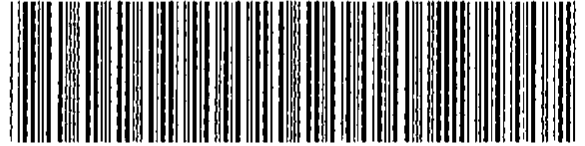
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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07/20/23--01011--009 ++195

TELEPHONE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Audio & Video Group Services, 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:

Cristine Dearing

(Contact Person)

Audio & Video Group Services, LLC

(Firm/Company)

14304 Colonial Grand Blvd, Apt 3008

(Address)

Orlando, FL 32837

(City, State and Zip Code)

cristine@avgs.com

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

For further information concerning this matter, please call:

Cristine Dearing

at (407) 405-2798

(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
"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:
Audio & Video Group Services, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LLC
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Texas
(Enter state, or if a non-U.S. entity, the name of the country)

on November 7, 2014
(date of organization, formation or incorporation)

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

Audio & Video Group Services, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: July 14, 2023

(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.

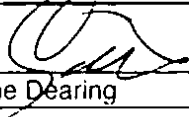
2023 JUL 20 PM 2:52
DEPT OF STATE
TALLAHASSEE, FL

Signed this 14 day of July 20 23

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Jose E. Marin Title: President

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

Signature: 
Printed Name: Cristine Dearing Title: CFO

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)

2023 JUL 20 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Audio & Video Group Services, 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:

14304 Colonial Grand Blvd Apt 3008

Orlando, FL 32837

Mailing Address:

PO Box 771166

Orlando, FL 32877-1166

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:

Jose E. Marin

Name

14304 Colonial Grand Blvd Apt 3008

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

Orlando

FL 32837

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)

FILED
2023 JUL 20 PM 2:52
TALLAHASSEE, FL

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

President

Name and Address:

Jose E. Marin

14304 Colonial Grand Blvd Apt 3008

Orlando, FL 32837

CFO

Cristine Dearing

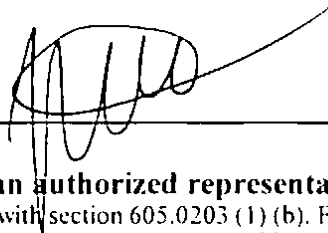
14304 Colonial Grand Blvd Apt 3008

Orlando, FL 32837

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Jose E. Marin

Typed or printed name of signee

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)

2023 JUL 20 PM 2:52
DEPARTMENT OF STATE
TALLAHASSEE, FL

FILED

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$300



**Certificate of Formation
Limited Liability Company**

Filed in the Office of the
Secretary of State of Texas
Filing #: 802096596 11/06/2014
Document #: 576938740002
Image Generated Electronically
for Web Filing

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Audio & Video Group Services, LLC

Article 2 - Registered Agent and Registered Office

☒ A. The initial registered agent is an organization (cannot be company named above) by the name of:

Vibar, PLLC

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

C. The business address of the registered agent and the registered office address is:

Street Address:

10700 Richmond Avenue

Ste 100-7 Houston TX 77042

Consent of Registered Agent

☐ A. A copy of the consent of registered agent is attached.

OR

☒ B. The consent of the registered agent is maintained by the entity.

Article 3 - Governing Authority

☐ A. The limited liability company is to be managed by managers.

OR

☒ B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Managing Member 1: **Jose E. Marin**

Title: **Managing Member**

Address: **13601 Kaplan Court Fort Worth TX, USA 76155**

Article 4 - Purpose

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

[The attached addendum, if any, is incorporated herein by reference.]

Organizer

The name and address of the organizer are set forth below.

Jose E. Marin **13601 Kaplan Court, Fort Worth, TX 76155**

Effectiveness of Filing

☒ A. This document becomes effective when the document is filed by the secretary of state.

OR

☐ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Jose E. Marin

Signature of Organizer

FILING OFFICE COPY



Office of the Secretary of State

CERTIFICATE OF FILING OF

Audio & Video Group Services, LLC
File Number: 802096596

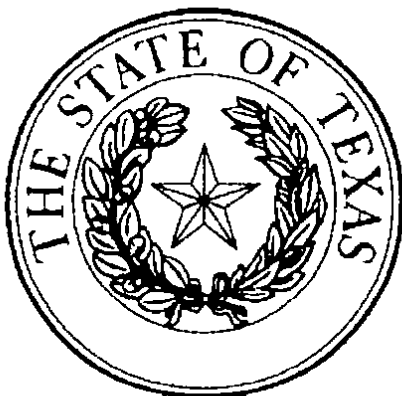
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 11/06/2014

Effective: 11/06/2014



NANDITA BERRY

Nandita Berry
Secretary of State

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

November 07, 2014

Attn: VIBAR, PLLC

Vibar, PLLC
10700 Richmond Avenue, Ste 100-7
Houston, TX 77042 USA

RE: Audio & Video Group Services, LLC
File Number: 802096596

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created domestic limited liability company (llc).

Unless exempted, the entity formed is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the entity. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>.

The entity formed does not file annual reports with the Secretary of State. Documents will be filed with the Secretary of State if the entity needs to amend one of the provisions in its certificate of formation. It is important for the entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the involuntary termination of the entity.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Business / Operations Partnership Agreement



August 1, 2021

What industry does this order relate to?

Outdoor Events, Corporate Events, Christian Events

Names of the partners and the percentage of the business, must be total to 100 percent. In addition, please provide the addresses of the partners. AVGS agrees to the following terms and conditions.

1. Jose Enrique Marin Ramos, CEO 50% ownership
880 West Eules BLVD
Apartment 2319
Eules, TX 76039
2. Cristine Dearing Vazquez, CFO 50% ownership
14304 Colonial Grand BLVD
Apartment 3008
Orlando, FL 32837

The legal name of the business / Corporation

Audio & Video Group Services, LLC

But register under a S-Corporation for Tax Purposes at IRS.

Tax ID Number 36-4755973

Provide a brief summary about the business,

We provide Audio Visual Services (Audio, Video, Lighting, Staging, Drape, Media, etc.)
for Small to Large Events for different Corporate clients and institutions.

Address where the business is located if there is one.

880 West Eules BLVD

Apartment 2319

Eules, TX 76039

Jose E. Marin Ramos, CEO

Cristine Dearing Vazquez, CFO



Jennifer Sanderlin
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG149697
Expires 12/11/2021

STATE OF FLORIDA ORANGE COUNTY

Acknowledged before me this 30 day of August, 2021

By Jose E. Marin Ramos Cristine Dearing Vazquez

Notary Public

Personally known _____ or Produced Identification X

Type of Identification Produced TX D.D. 1-1-21

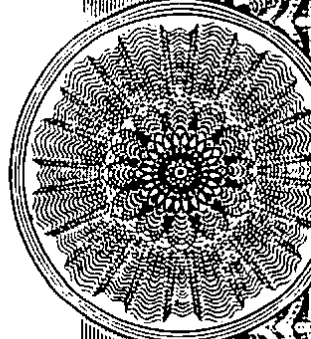
2 UNDER THE LAWS OF THE STATE OF TEXAS

AUDIO & VIDEO GROUP SERVICES, LLC

Membership Certificate

This Certifies that Cristine Dearing Larquez
is a member of the above named Limited Liability Company and is entitled to the full benefits and
privileges of such membership, subject to the duties and obligations, as more fully set forth in the
Limited Liability Company Operating Agreement.
In Witness Whereof the Limited Liability Company caused this Certificate to be executed by
its duly authorized members this 30 day of August, 20 21, and its
Limited Liability Company seal to be hereunto affixed.

Jennifer Sanderlin
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG149697
Expires 12/11/2021



[Signature] CEO

[Signature] Jennifer Sanderlin

TEXAS SECRETARY OF STATE

NANDITA BERRY

[UCC](#)
[Business Organizations](#)
[Trademarks](#)
[Notary](#)
[Account](#)
[Help/Fees](#)
[Briefcase](#)
[Logout](#)

1000 North Capitol Street
 Austin, Texas 78701-1000
 Phone: (512) 463-1000



1000 North Capitol Street
 Austin, Texas 78701-1000

Office of the Secretary of State

Transaction Receipt

RECEIVED
 10/12/2012
 10:12 AM

The Secretary of State has received your document for filing. The document is a certificate related to the filing of a trademark. The document is being filed as evidence that the Secretary of State has approved the filing of the trademark. The document must be renewed for a period of 10 years after the filing date. The document is being filed as evidence that the Secretary of State has approved the filing of the trademark. The document must be renewed for a period of 10 years after the filing date.

Expected response time for this document:

- Filing fee: \$100.00
- Filing fee: \$100.00
- Filing fee: \$100.00

The document is being filed as evidence that the Secretary of State has approved the filing of the trademark. The document must be renewed for a period of 10 years after the filing date.

Thank you for your interest in the Secretary of State's office. If you have any questions, please contact the Secretary of State's office.

Department of Treasury
Internal Revenue Service Center
Ogden, UT 84201

November 9, 2014

RE: **EIN # 36-4755973**
Form 2553 for Audio & Video Group Services, LLC

To whom it may concern:

Form 2553 – Election By A Small Business Corporation is attached for your review.

Please note, EIN # 36-4755973 was obtained with the intent of using it for my old DBA "Audio Technical Support" granted March 2013 in Tarrant County, Texas (see attached copy of DBA). I would like to request for a transfer of my EIN above to my newly formed company "Audio & Video Group Services, LLC." A copy of the certificate of formation is also attached for your reference.

Please advise if this is going to be an issue. Thanks in advance for your assistance regarding this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Jose E. Marin", with a long, sweeping horizontal stroke extending to the right.

Jose E. Marin
Owner
Audio & Video Group Services, LLC

Form **2553**

(Rev. December 2013)

Department of the Treasury
Internal Revenue Service**Election by a Small Business Corporation**
(Under section 1362 of the Internal Revenue Code)

▶ See Parts II and III on page 3.

▶ You can fax this form to the IRS (see separate instructions).

▶ Information about Form 2553 and its separate instructions is at www.irs.gov/form2553.

OMB No. 1545-0123

Note. This election to be an S corporation can be accepted only if all the tests are met under *Who May Elect* in the instructions, a shareholder has signed the consent statement, an officer has signed below, and the exact name and address of the corporation (entity) and other required form information have been provided.

Part I Election Information

Type or Print	Name (see instructions)	A Employer identification number 36-4755973
	Number, street, and room or suite no. (If a P.O. box, see instructions.) 13601 KAPLAN CT.	B Date incorporated
	City or town, state, and ZIP code FORT WORTH, TX 76155	C State of incorporation TEXAS

D Check the applicable box(es) if the corporation (entity), after applying for the EIN shown in A above, changed its ☐ name or ☐ address

E Election is to be effective for tax year beginning (month, day, year) (see instructions) ▶
Caution. A corporation (entity) making the election for its first tax year in existence will usually enter the beginning date of a short tax year that begins on a date other than January 1.

F Selected tax year:

- (1) ☒ Calendar year
 (2) ☐ Fiscal year ending (month and day) ▶
 (3) ☐ 52-53-week year ending with reference to the month of December
 (4) ☐ 52-53-week year ending with reference to the month of ▶

If box (2) or (4) is checked, complete Part II.

G If more than 100 shareholders are listed for item J (see page 2), check this box if treating members of a family as one shareholder results in no more than 100 shareholders (see test 2 under *Who May Elect* in the instructions) ▶ ☐

H Name and title of officer or legal representative who the IRS may call for more information JOSE MARIN, OWNER	I Telephone number of officer or legal representative (817) 226-5012
---	--

If this S corporation election is being filed late, I declare that I had reasonable cause for not filing Form 2553 timely, and if this late election is being made by an entity eligible to elect to be treated as a corporation, I declare that I also had reasonable cause for not filing an entity classification election timely and that the representations listed in Part IV are true. See below for my explanation of the reasons the election or elections were not made on time and a description of my diligent actions to correct the mistake upon its discovery (see instructions).

Sign Here

Under penalties of perjury, I declare that I have examined this election, including accompanying documents, and, to the best of my knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete.

Signature of officer

OWNER
Title

Date

11/7/14

Part I

JOSE E. MARIN
13601 KAPLAN CT
FORT WORTH, TX 76155

Part II Selection of Fiscal Tax Year (see instructions)**Note.** All corporations using this part must complete item O and item P, Q, or R.**O** Check the applicable box to indicate whether the corporation is:

1. ☐ A new corporation **adopting** the tax year entered in item F, Part I.
2. ☐ An existing corporation **retaining** the tax year entered in item F, Part I.
3. ☐ An existing corporation **changing** to the tax year entered in item F, Part I.

P Complete item P if the corporation is using the automatic approval provisions of Rev. Proc. 2008-46, 2006-45 I.R.B. 859, to request (1) a natural business year (as defined in section 5.07 of Rev. Proc. 2006-46) or (2) a year that satisfies the ownership tax year test (as defined in section 5.08 of Rev. Proc. 2006-46). Check the applicable box below to indicate the representation statement the corporation is making.

1. Natural Business Year ► ☐ I represent that the corporation is adopting, retaining, or changing to a tax year that qualifies as its natural business year (as defined in section 5.07 of Rev. Proc. 2006-46) and has attached a statement showing separately for each month the gross receipts for the most recent 47 months (see instructions). I also represent that the corporation is not precluded by section 4.02 of Rev. Proc. 2006-46 from obtaining automatic approval of such adoption, retention, or change in tax year.

2. Ownership Tax Year ► ☐ I represent that shareholders (as described in section 5.08 of Rev. Proc. 2006-46) holding more than half of the shares of the stock (as of the first day of the tax year to which the request relates) of the corporation have the same tax year or are concurrently changing to the tax year that the corporation adopts, retains, or changes to per item F, Part I, and that such tax year satisfies the requirement of section 4.01(3) of Rev. Proc. 2006-46. I also represent that the corporation is not precluded by section 4.02 of Rev. Proc. 2006-46 from obtaining automatic approval of such adoption, retention, or change in tax year.

Note. If you do not use item P and the corporation wants a fiscal tax year, complete either item Q or R below. Item Q is used to request a fiscal tax year based on a business purpose and to make a back-up section 444 election. Item R is used to make a regular section 444 election.**Q** Business Purpose—To request a fiscal tax year based on a business purpose, check box Q1. See instructions for details including payment of a user fee. You may also check box Q2 and/or box Q3.

1. Check here ► ☐ if the fiscal year entered in item F, Part I, is requested under the prior approval provisions of Rev. Proc. 2002-39, 2002-22 I.R.B. 1046. Attach to Form 2553 a statement describing the relevant facts and circumstances and, if applicable, the gross receipts from sales and services necessary to establish a business purpose. See the instructions for details regarding the gross receipts from sales and services. If the IRS proposes to disapprove the requested fiscal year, do you want a conference with the IRS National Office?

☐ Yes ☐ No

2. Check here ► ☐ to show that the corporation intends to make a back-up section 444 election in the event the corporation's business purpose request is not approved by the IRS. (See instructions for more information.)

3. Check here ► ☐ to show that the corporation agrees to adopt or change to a tax year ending December 31 if necessary for the IRS to accept this election for S corporation status in the event (1) the corporation's business purpose request is not approved and the corporation makes a back-up section 444 election, but is ultimately not qualified to make a section 444 election, or (2) the corporation's business purpose request is not approved and the corporation did not make a back-up section 444 election.

R Section 444 Election—To make a section 444 election, check box R1. You may also check box R2.

1. Check here ► ☐ to show that the corporation will make, if qualified, a section 444 election to have the fiscal tax year shown in item F, Part I. To make the election, you must complete **Form 8716**, Election To Have a Tax Year Other Than a Required Tax Year, and either attach it to Form 2553 or file it separately.

2. Check here ► ☐ to show that the corporation agrees to adopt or change to a tax year ending December 31 if necessary for the IRS to accept this election for S corporation status in the event the corporation is ultimately not qualified to make a section 444 election.

Part III Qualified Subchapter S Trust (QSST) Election Under Section 1361(d)(2)*

Income beneficiary's name and address

Social security number

NOT APPLICABLE

Trust's name and address

Employer identification number

Date on which stock of the corporation was transferred to the trust (month, day, year) ►

In order for the trust named above to be a QSST and thus a qualifying shareholder of the S corporation for which this Form 2553 is filed, I hereby make the election under section 1361(d)(2). Under penalties of perjury, I certify that the trust meets the definitional requirements of section 1361(d)(3) and that all other information provided in Part III is true, correct, and complete.

Signature of income beneficiary or signature and title of legal representative or other qualified person making the election

Date

*Use Part III to make the QSST election only if stock of the corporation has been transferred to the trust on or before the date on which the corporation makes its election to be an S corporation. The QSST election must be made and filed separately if stock of the corporation is transferred to the trust **after** the date on which the corporation makes the S election.

Part IV Late Corporate Classification Election Representations (see instructions)

If a late entity classification election was intended to be effective on the same date that the S corporation election was intended to be effective, relief for a late S corporation election must also include the following representations.

- 1** The requesting entity is an eligible entity as defined in Regulations section 301.7701-3(a);
- 2** The requesting entity intended to be classified as a corporation as of the effective date of the S corporation status;
- 3** The requesting entity fails to qualify as a corporation solely because Form 8832, Entity Classification Election, was not timely filed under Regulations section 301.7701-3(c)(1)(i), or Form 8832 was not deemed to have been filed under Regulations section 301.7701-3(c)(1)(v)(C);
- 4** The requesting entity fails to qualify as an S corporation on the effective date of the S corporation status solely because the S corporation election was not timely filed pursuant to section 1362(b); and
- 5a** The requesting entity timely filed all required federal tax returns and information returns consistent with its requested classification as an S corporation for all of the years the entity intended to be an S corporation and no inconsistent tax or information returns have been filed by or with respect to the entity during any of the tax years, or
- b** The requesting entity has not filed a federal tax or information return for the first year in which the election was intended to be effective because the due date has not passed for that year's federal tax or information return.