

L23000378342

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

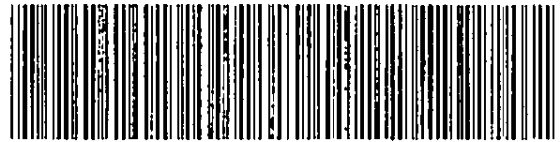
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700412724477

07/24/23--01012--006 ♦♦155.00

2023 JUL 24 PM 2:53
FILED
CLERK OF COURT
JUL 24 2023

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Ground Zero Crypto, 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:

Magda Montague

(Contact Person)

Montague Law

(Firm/Company)

5422 First Coast Highway, Suite 125

(Address)

Fernandina Beach, FL 32034

(City, State and Zip Code)

magda@montague.law

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

For further information concerning this matter, please call:

Magda Montague

at (863) 5134362

(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

FILED
2023 JUL 24 PM 2:53
TALLAHASSEE, FL

ARTICLES OF CONVERSION

converting

Ground Zero Crypto, LLC
a Maryland limited liability company

to

Ground Zero Crypto, LLC
A Florida limited liability company

THIS IS TO CERTIFY THAT:

Article I

Ground Zero Crypto, LLC is a Maryland limited liability company formed on February 18, 2022 (the "**Converting LLC**") and, by virtue of these Articles of Conversion, is converting (the "**Conversion**") to Ground Zero Crypto, LLC, a Florida limited liability company formed under the laws of the State of Florida (the "**Converted LLC**"), on the terms and conditions set forth herein.

Article II

The terms and conditions of the Conversion were advised, authorized, and approved by the Converting LLC in the manner and by the vote required by Md. Code Ann., Corps. & Ass'ns § 4A-1102.

Article III

The terms and conditions of the Conversion were advised, authorized, and approved by each member of the Converting LLC as required by Fla. Stat. Ann. § 605.1045(2)(c).

Article IV

The version of these Articles of Conversion that is filed with the Florida Department of State will be accompanied by the Converted LLC's Articles of Organization, attached as **Exhibit 1**, as required by Fla. Stat. Ann. § 605.1045(2)(d).

Article V

There are four (4) members of the Converting LLC. Each member owns an equal membership interest. As such, the Converted LLC shall issue four (4) equal membership interests, and the members of the Converting LLC shall each receive one (1) membership interest in the Converted LLC.

Upon the completion of the Conversion in accordance with the Maryland General Corporation Law ("MGCL") and the Florida Revised Limited Liability Company Act ("FRLCA"), the Converted LLC shall continue as the same entity as the Converting LLC, and the Conversion will have the effects set forth herein and in the MGCL and the FRLCA.

Article VI

The principal office of the Converted LLC shall be located at 5422 First Coast Highway, Suite 116, Fernandina Beach, Florida 32034.

Article VII

The registered agent in the State of Maryland for the Converted LLC shall be Registered Agents, Inc., 5000 Thayer Center, Suite C, Oakland, Maryland 21550.

Article VIII

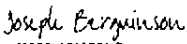
These Articles of Conversion shall become effective on July 21, 2023.

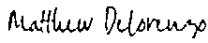
Article IX

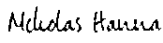
The undersigned acknowledges these Articles of Conversion to be the act and deed of the Converting LLC and, further, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of their knowledge, information and belief, these matters and facts relating to the Converting LLC are true in all material respect and this statement is made under the penalties of perjury.

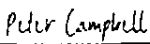
IN WITNESS WHEREOF, the undersigned have duly executed and attested on behalf of the Converting LLC as of the 21st day of July, 2023.

Attest:

DocuSigned by

77605-4943094-2
Joseph Bergvinson, Member

DocuSigned by

8E4F024E-6A0244E
Matthew DeLorenzo, Member

DocuSigned by

46024242-323844E
Nicholas Hanna, Member

DocuSigned by

70005-330244E
Peter Campbell, Member

Return address of filing party:

John B. Montague

Montague Law

5422 First Coast Highway, Suite 125

Fernandina Beach, Florida 32034

Exhibit 1

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

Article I

The name of the Limited Liability Company is Ground Zero Crypto, LLC.

Article II

The street address of the principal office of the Limited Liability Company is:

5422 First Coast Highway, Suite #116
Fernandina Beach, FL 32034

The mailing address of the Limited Liability Company is:

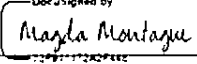
5422 First Coast Highway, Suite #116
Fernandina Beach, FL 32034

Article III

The name and Florida street address of the registered agent is:

Magda Montague
5422 First Coast Highway, Suite #125
Fernandina Beach, FL 32034

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.

Registered Agent Signature:  _____
DocuSigned by

Registered Agent Name: Magda Montague

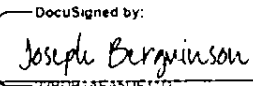
Article IV

The name and address of the manager of the LLC is:

SaucerSwap DAO, Inc.
5422 First Coast Highway, Suite #116
Fernandina Beach, FL 32034

Article V

The effective date for this Limited Liability Company shall be July 21, 2023.

Member or Authorized Representative Signature: 
7280B1AEASDF31D...

Member or Authorized Representative Name: Joseph Bergvinson

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.