

L24000064776

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

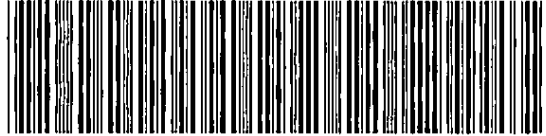
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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2024 FEB -6 PM 1:05

TALLAHASSEE, FL

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2024 FEB -6 PM 3:08

TALLAHASSEE, FLORIDA

FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DR
TALLAHASSEE, FL 32309
(850) 524-5437 / (850) 524-6243 / (850) 491-9625

Please use funds from this account: I20210000160: \$185.00

Authorization Signature: 

BUSINESS NAME **DOCUMENT #**

CLERO KC GLOBAL LLC

☒ **Certified Copy**

☒ **Certificate of Status**

NEW FILINGS

☐ Profit Corp
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ LLLP
☐ CORP
☐ Other

AMENDMENTS

☐ Amendment
☐ Resignation of R.A. Officer/Director
☐ Change of Registered Agent
☐ Revocation of Dissolution
☐ Merger
☒ **Articles of Conversion**
☐ Amended & Restated Articles of Incorporation
☐ Statement of Authority

APOSTILLE(s) **&** **OTHER FILINGS**

<input type="checkbox"/> Apostille	<input type="checkbox"/> Foreign Filing
<input type="checkbox"/> Country	<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Qualification
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Other

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FL 32309
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Please use funds from this account: I20210000160: \$185.00

Authorization Signature: *Jan G. Hill*
BUSINESS NAME _____ DOCUMENT # _____

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EXAMINER'S INITIALS: _____



GELLER LAW GROUP

Main Office (for mail)
4000 Legato Road
Suite 1100
Fairfax, Virginia 22033

DC Office
1250 Connecticut Avenue NW
Suite 700
Washington, DC 20036

February 6, 2024

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
Tallahassee, Florida 32314

Re: Claro KC Global Inc., Conversion Documents

Division of Corporations.

Enclosed please find Articles of Conversion and Articles of Organization to convert the above captioned Florida profit corporation to a Florida limited liability company. My courier will use their account with you to pay the \$185 fee for filing, a certified copy and a certificate of status.

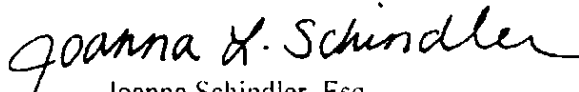
Please note that this has previously been sent via USPS Priority Mail, delivered to your P.O. Box on January 29, 2024. Tracking number 9405511206204548110031. To the extent that you can intercept that filing so as not to duplicate payment, that would be appreciated.

Please file and provide the certificate of status and certified copy to my email at jschindler@thegellerlawgroup.com.

Please contact me if you have any questions, by phone at (571) 489-6765 ext. 140 or via e-mail at jschindler@thegellerlawgroup.com.

Thank you for your attention to this matter.

Sincerely,


Joanna Schindler, Esq.

Direct: (571) 489-6765 | Fax: (703) 259-8584 | jschindler@thegellerlawgroup.com

Barred in Virginia & DC

THEGELLERLAWGROUP.COM

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Claro KC Global 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:

Joanna L Schindler, Esquire

(Contact Person)

The Geller Law Group PLLC

(Firm/Company)

4000 Legato Road, Suite 1100

(Address)

Fairfax, Virginia 22033

(City, State and Zip Code)

pablo@clarokc.net

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

For further information concerning this matter, please call:

Joanna L. Schindler, Esquire

at (571) 489-6765

(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:
Claro KC Global Inc.

(Enter Name of Other Business Entity)

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

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

on June 1, 2017
(date of organization, formation or incorporation)

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

Claro KC Global LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: upon filing
(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.

Signed this 23 day of January 2024.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Pablo Carvajal
Printed Name: Pablo Carvajal Title: Member

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

Signature: Pablo Carvajal
Printed Name: Pablo Carvajal Title: Chair

Signature: Jefferey Bell
Printed Name: Jefferey Bell Title: Vice Chair

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)

FILED
2024 FEB -6 PM 1:06
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF DADE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Claro KC Global 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:

1292 Emerson Drive NE
Palm Bay, Florida 32907

Mailing Address:

1292 Emerson Drive NE
Palm Bay, Florida 32907

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:

Pablo Carvajal

Name

1291 Emerson Drive NE

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

Palm Bay FL 32907

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..

Pablo Carvajal

Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Pablo Carvajal

1291 Emerson Drive NE

Palm Bay, Florida 32907

AMBR

Jeffery Bell

1291 Emerson Drive NE

Palm Bay, Florida 32907

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

Pablo Carvajal

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.

Pablo Carvajal

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)

**PLAN OF CONVERSION OF
CLARO KC GLOBAL INC.**

WHEREAS, CLARO KC GLOBAL INC., a Florida profit corporation ("Company"), plans to convert into a Florida, subject to approval thereof by the shareholders of the Company, and the filing of the Articles of Organization and Conversion with the Florida Division of Corporations; and

WHEREAS, § 607.11931 of 2021 Florida Statutes ("Florida Statutes") requires a Plan of Conversion, which is set forth herein;

NOW, THEREFORE, the Company hereby sets forth the details for such conversion of the Company from a Florida profit corporation to a Florida limited liability company in this Plan of Conversion:

1. The Company hereby agrees to convert the Company to a Florida LLC (the "Conversion") to be known as Claro KC Global LLC and to perform such acts and execute such documents as may be necessary and/or convenient to effect the Conversion, including but not limited to, the execution of the Articles of Conversion and the Articles of Organization, substantially in the forms submitted to the shareholders respectively.
2. Conversion. Upon the filing of the Articles of Conversion and the Articles of Organization with the Florida Division of Corporations, the Company shall be converted into a Florida LLC pursuant to, and in accordance with Florida Statutes Sections 607.11930 through 607.11935 and, in connection therewith, each of the issued and outstanding shares of the Company shall be converted into 100% of the ownership interest in the LLC.
3. Amendment. This Plan of Conversion may be amended prior to filing the Articles of Conversion in Florida, except that subsequent to approval of this Plan by the shareholders of the Company, who will then be the members of the resulting LLC, the Plan may not be amended to change:
 - (i) the initial amount or kind of ownership interest or other securities, interests, obligations, rights to acquire shares, other securities or interests, cash, or other property to be received by the sole shareholder or interest holders under this Plan;
 - (ii) the Articles of Conversion and the Articles of Organization of the Company that will be in effect immediately following the conversion, except for changes permitted by a provision of Florida Statutes Chapter 607; or
 - (iii) any of the other terms or conditions of this Plan if the change would adversely affect any of the shareholders or the interest holders in any material respect.
4. Assignment and Assumption of Assets and Liabilities. Effective as of the date hereof, the following assets and liabilities shall be transferred from the Company, as a Florida corporation, and assigned to the Florida LLC resulting from the Conversion: (a) all real

property directly or indirectly owned; (b) all of the other assets of the Company; (c) all liabilities and obligations. The Company, as a Florida Corporation, is hereby terminated and dissolved.

5. Taxpayer Identification Number. Notwithstanding the foregoing the Company shall not be terminated for tax purposes by reason of the Conversion, but rather a new IRS Form SS-4 will be filed to transfer the taxpayer identification number to the Surviving Entity.
6. Business of Company. The business of the Company shall continue to be carried on after the Conversion by the Florida LLC resulting from the Conversion in accordance with the provisions of the Florida Statutes, the Articles of Conversion, the Articles of Organization, and the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the date set forth below..

Claro KC Global Inc.

By: Pablo Carvajal

Title: Chair

Signature: Pablo Carvajal Date 24/01/2024
Pablo Carvajal Jan 24, 2024 13:07:15

By: Jefferey Bell

Title: Vice Chair

Signature: Jeffery Bell Date 24/01/2024
Jeffery Bell Jan 24, 2024 13:08:15