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(Requestor's Name)

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(Business Entity Name)

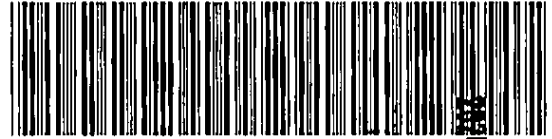
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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 08/28/2024

NAME: EDINA TECHNOLOGIES LLC

TYPE OF FILING: CONVERSION

COST: 150.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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TALLAHASSEE, FL

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:
EDINA TECHNOLOGIES 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 ILLINOIS
(Enter state, or if a non-U.S. entity, the name of the country)

on 3/22/2023
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
EDINA TECHNOLOGIES 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 27 day of AUGUST 2024.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: KEVIN OBRIEN

Kevin O'Brien

Title: MANAGER

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

Signature: _____

Printed Name: KEVIN O'BRIEN

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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

EDINA TECHNOLOGIES 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:

4417 SW 20TH PLACE
CAPE CORAL, FL 33914

Mailing Address:

SAME

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:

STEVEN M. APPELBAUM

Name

200 E. OLAS BLVD.

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

FORT LAUDERDALE

City

FL 33301

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..

Signed by:

Steven M. Appelbaum

Registered Agent's Signature (REQUIRED)

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TALLAHASSEE

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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:

KEVIN O'BRIEN

4417 SW 20TH PLACE

CAPE CORAL, FL 33914

STATE
TALLAHASSEE, FL

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(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

DocuSigned by:

Kevin O'Brien

95472200802040A

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.

KEVIN OBRIEN

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

THIS PLAN OF CONVERSION ("Plan") is made the 8th day of August, 2024, by Edina Technologies LLC, an Illinois limited liability company ("Company").

RECITALS

A. The Managers of Company have resolved that Company be converted pursuant to the Limited Liability Company Act of the State of Illinois and Limited Liability Company Act of the State of Florida (collectively, the "Acts") from an Illinois limited liability company into a Florida limited liability company in a transaction qualifying as a tax-free reorganization;

B. The capital structure of the Company currently consists of Members who hold Percentage Interest (as defined in the Company's Operating Agreement) in the Company;

C. The Managers of Company have approved the conversion from an Illinois limited liability company to a Florida limited liability company upon the terms and conditions hereinafter set forth and have approved this Plan.

NOW, THEREFORE, it is hereby resolved that:

ARTICLE I - CONVERSION

In accordance with the Acts, the Company shall be, at the Effective Date (as hereinafter defined), converted (the "Conversion") into a limited liability company under the laws of the State of Florida (the "Converted Company"), and the agreements, terms, and conditions relating to the Conversion shall be as provided herein.

ARTICLE II - MEETINGS; FILINGS; EFFECTS OF CONVERSION

2.1 Filing of Certificate of Conversion; Effective Date. If (a) this Plan is adopted by the members of Company in accordance with the Acts, and (b) this Plan is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Conversion shall be filed and recorded in accordance with the Limited Liability Company Act of the State of Florida. The Conversion shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date." Upon acceptance of such Articles of Conversion and Articles of Organization with the State of Florida, the Converted Company shall thereafter file Statement of Domestication with the Secretary of State of the State of Illinois.

2.2 Certain Effects of Conversion. On the Effective Date, the Company shall be Converted into the Converted Company which shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Company; and all the rights, privileges, powers, and franchises of Company, and all property, real, personal and mixed, and all debts due to Company on whatever account, as well for equity subscriptions and all other things in action or belonging to Company, shall be vested in the Converted Company; and all property, rights, privileges, powers, and

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franchises, and all and every other interest shall be thereafter as effectually the property of the Converted Company as they were of Company, and the title to any real estate vested by deed or otherwise, under the laws of Illinois, Florida or any other jurisdiction, in Company, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Company shall be preserved unimpaired, and all debts, liabilities, and duties of Company shall thenceforth attach to the Converted Company and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Company or the corresponding officers of the Converted Company, may, in the name of Company, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further other action as the Converted Company may deem necessary or desirable in order to vest, perfect, or confirm in the Converted Company title to and possession of all Company's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Plan.

ARTICLE III - NAME OF CONVERTED COMPANY

The name of the Converted Company from and after the Effective Date shall be Edna Technologies LLC.

ARTICLE IV - GOVERNING DOCUMENTS

The Articles of Organization filed concurrent with the Articles of Conversion shall be the charter documents for the Converted Company. The Converted Company shall adopt a limited liability company agreement ("Operating Agreement") on or after the Effective Date.

ARTICLE V - MANAGEMENT

At the Effective Date, the managers and officers of Company shall be and become the managers and officers (holding the same titles and positions) of the Converted Company and after the Effective date shall serve in accordance with the charter documents and Operating Agreement of the Converted Company.

ARTICLE VI - MISCELLANEOUS

6.1 **Further Assurances.** From time to time, as and when required by the Converted Company or by its successors or assigns, there shall be executed and delivered on behalf of Company such deeds, assignments and other instruments, and there shall be taken or caused to be taken by it all such further action as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Converted Company the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Company, and otherwise to carry out the purposes of this Plan. The managers and officers of the Converted Company are fully authorized in the name of and on behalf of Company, or otherwise, to take any and all such actions and to execute and deliver any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

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6.2 Condition. The consummation of the Conversion is subject to the approval of this Plan and the Conversion contemplated hereby by the members and managers of Company, prior to or at the Effective Date.

6.3 Termination. This Plan may be terminated, and the proposed Conversion abandoned at any time before the Effective Date of the Conversion, and whether before or after approval of this Plan by the members of Company, if the Managers of Company duly adopt a resolution abandoning this Plan.

6.4 Governing Law. This Plan shall be governed by and construed under the internal laws of the States of Illinois and Florida and without reference to the principles of conflicts of law or choice of laws.

IN WITNESS WHEREOF, this Plan has been executed by the parties as of the date first above written.

Edina Technologies LLC, an Illinois limited liability company

By: Kevin O'Brien
Kevin O'Brien, Manager

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TALLAHASSEE, FL

Exhibit A
Edina Technologies LLC
(as of August 8, 2024)

<u>NAME OF MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE INTEREST</u>
Kevin O'Brien	\$1,000.00	100%

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UNANIMOUS WRITTEN CONSENT

OF THE SOLE MEMBER AND MANAGER OF EDINA TECHNOLOGIES LLC

The undersigned, being the sole member and the manager of Edina Technologies LLC, an Illinois limited liability company, ("Company") hereby consent in writing to the adoption of the following resolutions:

RESOLVED, that it is in the best business interests of the Company to convert the Company from an Illinois limited liability company to a Florida limited liability company (the "Converted Company") upon the terms set forth in the Plan of Conversion ("Plan"), a copy of which is attached hereto;

FURTHER RESOLVED, that, the Plan is hereby approved and adopted;

FURTHER RESOLVED, that, the Manager of the Company is authorized and directed to execute the Plan;

FURTHER RESOLVED, that the Plan has been submitted and approved by the sole member of the Company as evidenced hereby;

FURTHER RESOLVED, that the Manager is hereby authorized and directed to file the Articles of Conversion with the State of Florida and upon approval thereof, the Statement of Domestication with the State of Illinois and such other certificates or documents as may be necessary or convenient to effectuate the Conversion (as defined in the Plan); and

FURTHER RESOLVED, that the Manager is hereby authorized and directed to take such additional actions as may be necessary or convenient to effect the intent of the foregoing resolutions.

Dated as of the 8th day of August, 2024.

MANAGER:

DocuSigned by:
Kevin O'Brien
Kevin O'Brien 95A722068B2048A ..

MEMBER:

DocuSigned by:
Kevin O'Brien
Kevin O'Brien 95A722068B2048A ..