

124000428537

80-10-24

FC

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

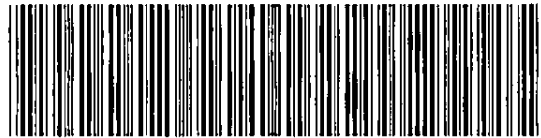
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800437464708

10/02/24--01024--010 **185.00

FILED
2024-10-02 PM 2:59
STATE
CLERK

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Elefante Farms 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:

Kingsley Ansong

(Contact Person)

ELEFANTE FARMS LLC

(Firm/Company)

9171 Wilshire Boulevard Suite 500,

(Address)

Los Angeles, CA 90210

(City, State and Zip Code)

Kingsley@goqvi.com

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

For further information concerning this matter, please call:

Kingsley Ansong at (+1) (416) 882-3792

(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:
ELEFANTE FARMS 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 CALIFORNIA
(Enter state, or if a non-U.S. entity, the name of the country)

on 06/14/2022
(date of organization, formation or incorporation)

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

FILED
OCT -2 PM 2:59
STATE
FL

Signed this 19 day of September 20 24

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Kingsley Ansong
Printed Name: KINGSLEY ANSONG Title: MANAGING MEMBER

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

Signature: Kingsley Ansong
Printed Name: KINGSLEY ANSONG Title: PRESIDENT AND CHAIRMAN

Signature: Juliane Krug
Printed Name: JULIANE KRUG Title: VICE PRESIDENT

Signature: _____
Printed Name: RUDOLF HEIKO WORM Title: STRATEGIC ADVISER

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 OCT -2 PM 2:59
CLERK OF DISTRICT COURT
STATE OF FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ELEFANTE FARMS 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:

810 W Montrose St
Clermont FL 34711

Mailing Address:

810 W Montrose St
Clermont FL 34711

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:

Vista Oak Estates LLC
Name

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

Groveland FL 34736
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..

[Signature]
Registered Agent's Signature (REQUIRED)

(CONTINUED)

FILED
2024 OCT -2 PM 2:59
CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT

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:

Kingsley Ansong

48 Osgoode Street, Cambridge, ON N3C OE8, C

MGR

Juliane Krug

Schnirchgasse 9/1102, 1030 Vienna, Austria

MGR

Rudolf Heiko Worm

4511 Bartlett Pkwy, Captiva, FL 33924, USA

AMBR

SUNBRELLA LLC

115 SOURWOOD LANE , #F GROVELAND, FL

(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.

KINGSLEY ANSONG

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)

2019 OCT -2 PM 2:59
STATE
FD

ELEFANTE FARMS

PLAN OF CONVERSION OF ELEFANTE FARMS LLC FROM CALIFORNIA TO FLORIDA

Date: September 19, 2024

This Plan of Conversion ("Plan") is made and entered into by Elefante Farms LLC, a limited liability company organized and existing under the laws of the State of California (the "Company"), and its shareholders.

1. Purpose of the Plan

The purpose of this Plan is to set forth the terms and conditions under which Elefante Farms LLC will convert from a California Limited Liability Company (LLC) to a Florida Limited Liability Company (LLC). The conversion is intended to be a seamless transfer that retains the ownership structure and business objectives of the Company, while allowing the Company to operate under the laws of the State of Florida.

2. Parties Involved

1. **Elefante Farms LLC** – Currently organized under the laws of California.
2. **Quantum Ventures International Inc** – A Canadian corporation, holding 70% of ownership.
3. **VistaOak Estates LLC** – A Florida limited liability company, holding 10% of ownership.
4. **Sunbrella LLC** – A Florida limited liability company, holding 20% of ownership.
5. **Managing Members:**
 - o Juliane Krug
 - o Kingsley Ansong
 - o Rudolf Heiko Worm

3. Conversion Approval

This Plan of Conversion has been internally drafted and is subject to approval by the shareholders of the Company. As required under the governing documents of Elefante Farms LLC, a simple majority of shareholders must approve this Plan of Conversion in order for the conversion to proceed.

4. Ownership Allocation and Retention

The ownership interests of each shareholder in the Company will remain the same after the conversion from California to Florida. The allocation of ownership is as follows:

- **Quantum Ventures International Inc:** 70%
- **VistaOak Estates LLC:** 10%
- **Sunbrella LLC:** 20%

These percentages shall not change as a result of the conversion, and each member's rights and obligations under the operating agreement of the Company will remain the same.

5. Appointment of Rudolf Heiko Worm as Managing Member and Registered Agent

As part of the conversion, **Rudolf Heiko Worm** will be added as a Managing Member of **Elefante Farms LLC**. In addition, Mr. Worm, a Florida resident, will act as the **Registered Agent** for the Company in Florida. His address is as follows:

Rudolf Heiko Worm
4511 Bartlett Pkwy, Captiva, FL 33924, USA

The registered agent will be responsible for receiving legal documents on behalf of the Company and ensuring compliance with Florida LLC laws.

6. Legal Effects of Conversion

Upon the effective date of the conversion, the following shall occur:

1. **Continuation of Company:**
The Company, as a Florida LLC, shall remain the same entity that existed under California law, retaining all rights, privileges, and assets, as well as assuming all liabilities and obligations. There will be no dissolution of the Company as a legal entity.
2. **Governing Law:**
After the conversion, the Company will be governed by the laws of the State of Florida and will comply with all statutory requirements for LLCs organized in Florida.
3. **Florida Registration:**
The Company will register with the Florida Department of State and file the necessary documents, including but not limited to, the Articles of Conversion and Articles of Organization under Florida law.

7. Filing Requirements

To effect the conversion, the following actions shall be taken:

- File a **Certificate of Conversion** and **Articles of Organization** with the Florida Department of State, in accordance with Florida law.
- File a **Certificate of Cancellation** with the California Secretary of State to terminate the Company's registration in California.

8. Dissolution of California Registration

Upon completion of the conversion and filing of the appropriate documents, Elefante Farms LLC will no longer be registered as a California LLC, and its operations will continue under the laws of the State of Florida.

10. Voting and Approval

This Plan of Conversion must be approved by a simple majority of the shareholders. The shareholders of Elefante Farms LLC hereby vote on the approval of this Plan of Conversion as follows:

- **Quantum Ventures International Inc (70%)** – Approve
- **VistaOak Estates LLC (10%)** – Approve
- **Sunbrella LLC (20%)** – Approve

Upon the affirmative vote of a absolute majority of the shareholders, this Plan of Conversion shall be adopted, and the Company shall proceed with the conversion process.

11. Miscellaneous Provisions

1. Amendments:

This Plan of Conversion may be amended by a written agreement of the shareholders holding a majority interest in the Company.

2. Governing Law:

This Plan shall be governed by, and construed in accordance with, the laws of the State of Florida.


12. Signatures

By signing below, the shareholders and managing members of Elefante Farms LLC acknowledge and approve the terms of this Plan of Conversion:

Kingsley Ansong

President, Managing Member, Elefante Farms LLC

Date: September 19, 2024



Juliane Krug

Vice President, Managing Member, Elefante Farms LLC

Date: September 19, 2024



Rudolf Heiko Worm

Managing Member & Registered Agent, Elefante Farms LLC

Date: _____

Shareholder Signatures:

Quantum Ventures International Inc (70%)

Representative Member: Kingsley Ansong


Date: September 19, 2024



VistaOak Estates LLC (10%)

Representative Member: Rudolf Heiko Worm

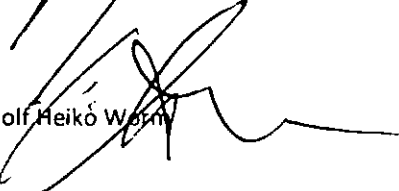
Date: 09/19/24



Sunbrella LLC (20%)

Representative Member: Rudolf Heiko Worm

Date: 09/19/24



This Plan of Conversion is hereby adopted by the members and shareholders of Elefante Farms LLC on this 19 day of September, 2024.