

L24000 484887

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(Address)

(Address)

(City/State/Zip/Phone #)

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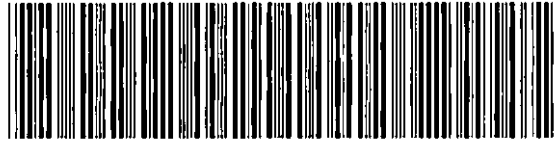
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Account#: I200000000088
If there are any issues
please contact Cheyanne at
850-202-1882

Date: 11/15/2024

Name: Cheyenne Davis

Reference #: 2560163

Entity Name: KPI ENGINEERING, INC.

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STATE

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- ☒ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☒ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☐ Other _____

Authorized Amount: 150.00 \$

Signature: *Cheyenne Davis*

✉ CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

✉ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY #2010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

✉ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

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:
KPI ENGINEERING, 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 03/23/2005
(date of organization, formation or incorporation)

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

KPI ENGINEERING, 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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FLORIDA
STATE

Signed this 15 day of NOVEMBER 2024 1

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Dean Kenyon
Printed Name: DEAN KENYON Title: MANAGER

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

Signature: Dean Kenyon
Printed Name: DEAN S. KENYON Title: PRESIDENT

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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TALLAHASSEE, FL

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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)

**ARTICLES OF ORGANIZATION
OF
KPI ENGINEERING, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be **KPI Engineering, LLC**.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

11310 Thonotosassa Road
Thonotosassa, Florida 33592

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or in the operating agreement adopted by the members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida, subject to any restrictions in the company's operating agreement.

ARTICLE V

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is:

Dean Kenyon
11310 Thonotosassa Road
Thonotosassa, Florida 33592

The initial registered agent at such address is Dean Kenyon. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605, Florida Statutes. Dean Kenyon is specifically authorized to sign and file such Affidavits as may be required under Section 605.0203(1)(b), Florida Statutes.

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ARTICLE VI
Management

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in its members. The sole managing member shall be:

KPI Seller Holdings, Inc.
11310 Thonotosassa Road
Thonotosassa, Florida 33592

ARTICLE VII
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining members.

ARTICLE VIII
Operating Agreement

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner set forth in the operating agreement.

ARTICLE IX
Acknowledgment

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of KPI Engineering, LLC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 15th day of November 2024.

Signed by:
Dean Kenyon
Dean Kenyon
Manager

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

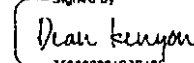
PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is KPI Engineering, LLC.
2. The name and address of the registered agent and office is:

Dean Kenyon
11310 Thonotosassa Road
Thonotosassa, Florida 33592

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.

Dated this 15th day of November 2024.

Signed by:

75866233187840F...

Dean Kenyon
Manager