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12-19-24

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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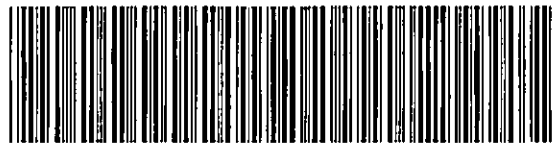
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: The Potentia Consulting Group 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:

Michael Raimondo

(Contact Person)

The Potentia Consulting Group LLC

(Firm/Company)

20933 Thistle Leaf Lane

(Address)

Estero, FL 33928

(City, State and Zip Code)

mraimondo@thepotentiagroup.net

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

For further information concerning this matter, please call:

Michael Raimondo at (614) 499-1755

(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

THE POTENTIA GROUP LLC

MEMBER RESOLUTION AUTHORIZING CONVERSION OF OHIO LLC (THE POTENTIA GROUP LLC) TO FL LLC (THE POTENTIA CONSULTING GROUP LLC)

WHEREAS, The Potentia Group LLC, an Ohio limited liability company (the "Company"), was initially organized on December 23, 2021, and currently operates under the Operating Agreement dated December 23, 2021 (the "Original Operating Agreement"); and

WHEREAS, there are two Members of the Company, Michael Raimondo and Natasha Raimondo (both individually referred to hereafter as "Member" and collectively as "Members"), and each Member currently has a 50% Membership Interest in the Company; and

WHEREAS, Section 10 of the Original Operating Agreement states that "all decisions respecting the management, operation and control of the business and affairs of the Company and all determinations made in accordance with this Agreement shall be made by the affirmative vote or consent of Members holding a majority of the Members' Percentage Interests," and

WHEREAS, both Members are in unanimous agreement of the conversion and name change of The Potentia Group LLC, an Ohio limited liability company, to The Potentia Consulting Group LLC, a Florida limited liability company.

NOW, THEREFORE, BE IT RESOLVED that the necessary paperwork shall be filed with the Florida Department of State such that The Potentia Group LLC will be converted from an Ohio limited liability company to a Florida limited liability company and that the entity name shall be changed to The Potentia Consulting Group LLC, as The Potentia Group LLC is not currently an available business name in Florida.

The undersigned Members hereby consent to and adopt the foregoing Resolution, which was adopted on this 30th day of November, 2024.



Michael Raimondo, Member



Natasha Raimondo, Member

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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:
The Potentia Group 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 Ohio
(Enter state, or if a non-U.S. entity, the name of the country)

on 12/23/2021
(date of organization, formation or incorporation)

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

The Potentia Consulting Group LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: January 1, 2025

(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 DEPARTMENT OF STATE
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Signed this 30th day of November 20 24.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Michael Raimondo Title: Authorized Member

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

Signature: 
Printed Name: Michael Raimondo Title: Authorized Member

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:

The Potentia Consulting Group

(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:

20933 Thistle Leaf Lane
Estero, FL 33928

Mailing Address:

20933 Thistle Leaf Lane
Estero, FL 33928

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:

Michael Raimondo

Name

20933 Thistle Leaf Lane

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

Estero

City

FL 33928

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..


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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FL

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Michael Raimondo

20933 Thistle Leaf Lane

Estero, FL 33928

AMBR

Natasha Raimondo

20933 Thistle Leaf Lane

Estero, FL 33928

(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.

Michael Raimondo

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)

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STATE