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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

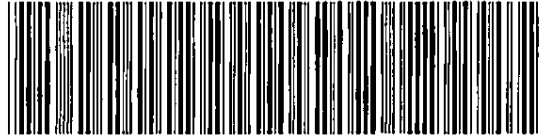
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/26/24--01005--021 **185.00

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SECRETARY OF STATE
24 DEC 26 PM 6:42

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ABGW Partners, 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 James Corey

(Contact Person)

Obront, Corey & Schoepp, PLLC

(Firm/Company)

169 East Flagler Street, Suite 1321

(Address)

Miami, Florida 33131

(City, State and Zip Code)

Isasse@sapientcapital.com

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

For further information concerning this matter, please call:

Michael Corey

at (305) 373-1040

(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:
ABGW Partners, 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 Indiana
(Enter state, or if a non-U.S. entity, the name of the country)

on 05/26/2015
(date of organization, formation or incorporation)

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

Signed this _____ day of 11-05-2024 20_____.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: James Knall
Printed Name: James Knall Signed by: 7C020988EBE147B .. Title: CEO

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

Signature: James Knall
Printed Name: James Knall Signed by: 7C020988EBE147B .. Title: CEO and Authorized Person

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ABGW Partners, 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:

6021 NW 201st Ln, Hialeah, FL, 33015

Mailing Address:

6021 NW 201st Ln, Hialeah, FL, 33015

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 James Corey, Obront, Corey & Schoepp, PLLC

Name

169 E. Flagler Street, Suite 1321

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

Miami

FL 33131

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..

Signed by:

James Knall

70020900EBC147B...

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

AMBR

Name and Address:

James Knall

6021 NW 201st Ln, Hialeah, FL, 33015

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

Signed by:

James Knall

7C020988EBE1478 ..

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.

James Knall

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)

CERTIFIED RESOLUTION OF ABGW PARTNERS, LLC
AND UNANIMOUS CONSENT OF ITS MEMBERS TO CONVERSION

The undersigned, being each of the Members of ABGW Partners, LLC (the "Company"), with a principal place of business located at 6021 NW 201st Ln, Hialeah, FL, 33015, hereby certifies that:

WHEREAS, the Company is a duly formed, validly existing limited liability company, organized under the laws of the State of Indiana pursuant to those certain Articles of Organization dated May 26, 2015 and filed with the Indiana Secretary of State on or about May 26, 2015;

WHEREAS, the Company is in good standing and authorized to do business in the State of Indiana;

WHEREAS, James Knall, Douglas A. Neimann, Rincon, LLC and the David W. Knall Revocable Trust dated March 5, 1996 are the Members of the Company who collectively hold 100% of its membership interests and unanimously consent to the resolutions contained herein pursuant to the requirements of Indiana law including, without limitation, Indiana Code 23-06;

RESOLVED, that the Company shall convert from being an Indiana limited company to a Florida limited liability company.

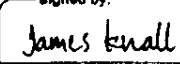
FURTHER RESOLVED, that each of the Members hereby irrevocably waives any appraisal rights the Member may have as a result of the conversion contemplated by this resolution and consent, whether those rights may accrue by virtue of Indiana or Florida law including, without limitation, Indiana Code 23-06-1-8 and Sections 605.1006 and 605.1061-605.1072, Fla. Stat. or whether the rights are contained in the Company's Operating Agreement with an effective date of May 26, 2015.

FURTHER RESOLVED, that Mr. James Knall, the CEO of the Company is granted full and unrestricted power to accomplish the conversion and take all steps necessary to convert and organize the Company in the State of Florida.

THE UNDERSIGNED CERTIFIES, that the foregoing resolution was duly and unanimously adopted by the Members of the Company at a duly called meeting of the members of the Company at which each Member was present and voting throughout:

IN WITNESS WHEREOF, I have affixed my name in my capacity as the CEO of the Company and I have affixed the seal of the Company to this certificate this ____ day of November, 2024.

ABGW PARTNERS, LLC

Signed by:


Name: James Knall
Title: CEO

Each Member Approves and Consents to this Resolution as follows:

JAMES KNALL, MEMBER

Signed by:

James Knall

7C020988EBE147B...

DOUGLAS A. NEIMANN, MEMBER

Signed by:

Douglas Neimann

4896C0CB00AC442...

RINCON, LLC

Signed by:

James Knall

7C020988EBE147B...

By: James Knall

President

THE DAVID W. KNALL REVOCABLE TRUST, DATED MARCH 5, 1996

Signed by:

DAVID KNALL

7C020988EBE147B...

By: David W. Knall

Trustee

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CORPORATION