

L25000009486

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

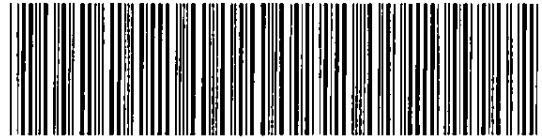
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 883231 4305390
AUTHORIZATION :
COST LIMIT : \$ 150.00

ORDER DATE : January 8, 2025
ORDER TIME : 2:02 PM
ORDER NO. : 883231-010
CUSTOMER NO: 4305390

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Tallahassee, FL

DOMESTIC AMENDMENT FILING

NAME: J & A GOLDMAN HOLDINGS, LLC

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Miller -- EXT#

EXAMINER'S INITIALS: _____

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:

J & A Goldman Holdings, 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 Connecticut
(Enter state, or if a non-U.S. entity, the name of the country)

on May 16, 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:

J & A Goldman Holdings, 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 30 day of December 2024.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: *Josh 2/24*
Printed Name: Joshua L. Goldman Title: Authorized Signatory

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

Signature: *Josh 2/24*
Printed Name: Joshua L. Goldman Title: Authorized Signatory

Signature: *Amy F. Goldman*
Printed Name: Amy F. Goldman Title: Authorized Signatory

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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CLERK OF DISTRICT COURT
JULIA M. HARRIS

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

J & A Goldman Holdings, 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:

17315 Northway Circle
Boca Raton, FL 33496

Mailing Address:

17315 Northway Circle
Boca Raton, FL 33496

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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.)

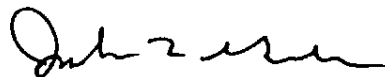
The name and the Florida street address of the registered agent are:

Joshua L. Goldman
Name

17315 Northway Circle
Florida street address (P.O. Box **NOT** acceptable)

Boca Raton FL 33496
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..



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

MGR

Name and Address:

Joshua L. Goldman

17315 Northway Circle

Boca Raton, FL 33496

(Use attachment if necessary)

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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.

Joshua L. Goldman

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 OF
J & A GOLDMAN HOLDINGS, LLC**

THIS PLAN OF CONVERSION OF J & A GOLDMAN HOLDINGS, LLC (the “**Plan**”), a Connecticut limited liability company (the “**Company**”), is effective as of this 36 day of December, 2024 (the “**Effective Date**”).

WHEREAS, the Company was formed under the name J & A Goldman Holdings, LLC in the State of Connecticut on May 16, 2022 and was redomiciled in the State of Florida by the filing of Articles of Conversion and Articles of Organization with the Florida Secretary of State that became effective on December 20, 2024;

WHEREAS, under the Operating Agreement of the Company, the Company is managed by its Manager (the “**Manager**”);

WHEREAS, Section 34-635 of the Connecticut General Statutes (the “**CGS**”) permits a Connecticut Company domicile to another State by adopting a plan of conversion;

WHEREAS, the Company intends to convert into a Florida Company (the “**Conversion**”) under the terms set forth in this Plan; and

WHEREAS, the Members have approved the Conversion in accordance with this Plan and the relevant provisions of the CGS.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts this Plan in accordance with the following terms and conditions:

1. **Conversion**. The Company hereby agrees to convert the Connecticut Company to a Florida Company (the “**Company**”).
2. **Name of Converting Entity**. The name of the converting entity, a Connecticut limited liability company, is J & A Goldman Holdings, LLC (the “**Converting Entity**”).
3. **Name of Converted Entity**. The name of the converted entity is J & A Goldman Holdings, LLC, a Florida Company (the “**Converted Entity**”).
4. **Continued Existence**. The Company is continuing its existence in the organizational form of the Converted Entity, which is a Florida Company.
5. **Effective Time**. The Conversion shall become effective at the time of filing the Certificate of Conversion with the Connecticut Secretary of State (the “**Effective Time**”).

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6. Certificate of Conversion. Pursuant to Section 34-635 CGS, the Converting Entity shall cause to be filed with the Connecticut Secretary of State a certificate of conversion (in substantially the form attached hereto as Exhibit A, the "Certificate of Conversion").

7. Effect of Conversion. At the Effective Time, the Converting Entity shall continue in the organizational form of a Florida Company. At the Effective Time, the Company's Certificate of Organization shall be terminated and of no further force or effect and shall be superseded in their entirety by the certificate of incorporation and bylaws of the Converted Entity.

8. Requisite Approvals. This Plan has been approved by the Members of the Company in accordance with the certificate of organization and operating agreement of the Company, and in accordance with the CGS.

9. Necessary Actions. The Members of the Company shall perform such acts and execute such documents as may be necessary to effect the Conversion, including, without limitation, the execution of this Plan and the filing of the Certificate of Conversion with the Connecticut Secretary of State.

10. Amendment or Abandonment. This Plan may be amended or abandoned by the Company and the Conversion may be abandoned at any time prior to the Effective Time by the Members, except that this Plan may not be amended without the written consent of the Members if such amendment would adversely alter the rights and obligations of the Members after the Conversion.

11. Governing Law. All issues and questions concerning the application, construction, validity, interpretation, and enforcement of this Plan shall be governed by and construed in accordance with the internal laws of the State of Connecticut, without giving effect to any choice or conflict of law provision or rule (whether of the State of Connecticut or any other jurisdiction) that would cause the application of laws of any jurisdiction other than those of the State of Connecticut.

12. Counterparts. This Plan may be executed in any number of counterparts by the different parties hereto on separate counterparts each of which, when so executed and delivered, shall be an original document, but all of which counterparts shall together constitute one and the same instrument.

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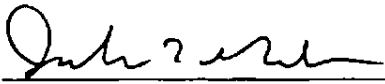
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IN WITNESS WHEREOF, the parties hereto, intending to be legally bound hereby, have duly executed this Plan on the date first above written.

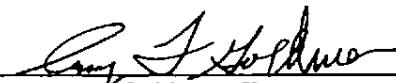
MEMBERS:

JOSHUA L. GOLDMAN REVOCALBE TRUST

By: 
Joshua L. Goldman, Co-Trustee

By: 
Amy E. Goldman, Co-Trustee

JOSHUA L. GOLDMAN 2022 FAMILY TRUST

By: 
Amy E. Goldman, Trustee

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Exhibit A
Certificate of Conversion

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U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CSC 883231-10