

M15000007888

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

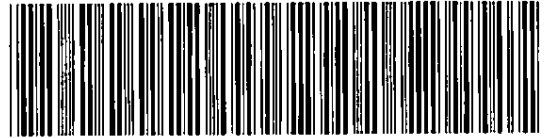
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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2023 MAR 15 AM 11:15

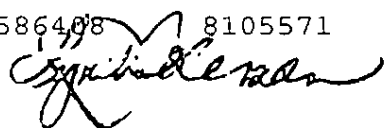
ALLAHASSEE, FL

FILED

2023 MAR 15 AM 10:00

CLERK OF STATE
ALLAHASSEE, FL

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

ACCOUNT NO. : I20000000195
REFERENCE : 586408 8105571
AUTHORIZATION : 
COST LIMIT : \$ 25.00

ORDER DATE : March 14, 2023

ORDER TIME : 9:08 AM

ORDER NO. : 586408-010

CUSTOMER NO: 8105571

FOREIGN FILINGS

NAME: ROCKRIDGE CAPITAL HOLDINGS,
LLC

☐ CORPORATE
☐ LIMITED PARTNERSHIP
☒ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland-sorenson -- EXT#

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ROCKRIGE CAPITAL HOLDINGS, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVID W. THAL

Name of Person

HOLLAND & KNIGHT LLP

Firm/Company

263 TRESSER BLVD., SUITE 1400

Address

STAMFORD, CT 06901

City/State and Zip Code

vicky.reath@hklaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

VICKY REATH

Name of Person

at (203) 257-7318

Area Code & Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

☒ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Rockridge Capital Holdings, LLC

Enter new principal office address, if applicable: _____

**(Principal office address
MUST BE A STREET ADDRESS)**

22 NE 22nd Ave.

Pompano Beach, FL 33062

Enter new mailing address, if applicable: _____

**(Mailing address
MAY BE A POST OFFICE BOX)**

22 NE 22nd Ave.

Pompano Beach, FL 33062

2. The Florida document number of this limited liability company is: M15000007888

3. Jurisdiction of its organization: Virginia

4. Date authorized to do business in Florida: October 2, 2015

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: _____
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

Delaware

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(c), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

David W. Thal
Signature of the authorized representative

David W. Thal

Typed or printed name of signee

Filing Fee: \$25.00

FILED
2023 JUN 15 AM 10:00
CLERK OF STATE
TALLAHASSEE, FL

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JANUARY 31, 2023

The State Corporation Commission has found the accompanying articles of domestication submitted on behalf of

Rockridge Capital Holdings, LLC

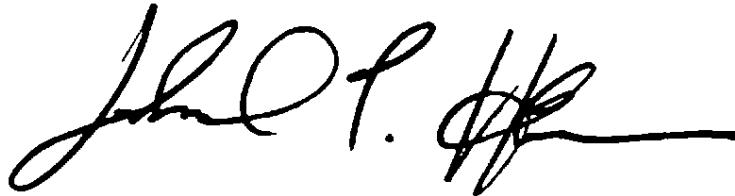
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF DOMESTICATION

be issued and admitted to record with the articles of domestication in the Office of the Clerk of the Commission, effective January 31, 2023.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read 'Jehmal T. Hudson', followed by a horizontal line.

Jehmal T. Hudson
Commissioner

Commonwealth of Virginia
State Corporation Commission
Office of the Clerk
Entity ID: S2827030
Filing Number: 2301315451282
Filing Date/Time: 01/31/2023 06:58 PM
Effective Date/Time: 01/31/2023 06:58 PM

**ARTICLES OF DOMESTICATION OF
Rockridge Capital Holdings, LLC**

The undersigned, on behalf of the Virginia limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 14 of the Code of Virginia, states as follows:

1. The name of the limited liability company immediately before the filing of these articles of domestication is Rockridge Capital Holdings, LLC.

2. The jurisdiction in which the limited liability company is to be domesticated is the State of Delaware, and upon its domestication under the laws of that jurisdiction, the name of the limited liability company will be Rockridge Capital Holdings, LLC.

3. The plan of domestication, pursuant to § 13.1-1075 of the Code of Virginia, is set forth as follows:

- A. The limited liability company is presently domesticated under the laws of Virginia.
- B. The limited liability company will convert to a Delaware limited liability company after the filing by David Thal, as authorized representative, of the Certificate of Conversion and Certificate of Formation with the Delaware Secretary of State.

4. These articles of domestication are being filed in connection with the domestication of the limited liability company as a foreign limited liability company to be organized under the laws of another jurisdiction and the limited liability company is surrendering its certificate of organization under the laws of Virginia.

5. The plan of domestication was adopted by limited liability company in accordance with the provisions of § 13.1-1076 of the Code of Virginia.

6. The limited liability company hereby revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was organized in this Commonwealth.

7. The limited liability company's mailing address to which the clerk may mail a copy of any process served on him as the limited liability company's agent is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

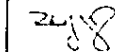
8. The limited liability company hereby commits to notify the clerk of the Commission in the future of any change in the mailing address of the limited liability company.

[SPACE INTENTIONALLY LEFT BLANK]

9. The person signing this document has been delegated the right and power to manage the company's business and affairs.

Signed in the name of Rockridge Capital Holdings, LLC, the limited liability company by:

DocuSigned by:



BA32971C93CD445

January 25, 2023

Robert Kirby, Chief Operating Officer
SCC ID # S2827030

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF CONVERSION OF A VIRGINIA LIMITED
LIABILITY COMPANY UNDER THE NAME OF "ROCKRIDGE CAPITAL HOLDINGS,
LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE
ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2023, AT 4:28 O'CLOCK
P.M.




Jeffrey W. Bullock, Secretary of State

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY
COMPANY ACT

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is Virginia.
- 2.) The jurisdiction immediately prior to filing this Certificate is Virginia.
- 3.) The date the Non-Delaware Limited Liability Company first formed is February 6, 2009.
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Rockridge Capital Holdings, LLC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Rockridge Capital Holdings, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
25th day of January, A.D. 2023.

By: 
Authorized Person

Name: David W. Thal
Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ROCKRIDGE
CAPITAL HOLDINGS, LLC" FILED IN THIS OFFICE ON THE TWENTY-
FIFTH DAY OF JANUARY, A.D. 2023, AT 4:28 O'CLOCK P.M.



7134908 8100F
SR# 20230258546

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202579302
Date: 01-26-23

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Rockridge Capital Holdings, LLC
2. The Registered Office of the limited liability company in the State of Delaware is located at 251 Little Falls Drive (street),
in the City of Wilmington, Zip Code 19808. The
name of the Registered Agent at such address upon whom process against this limited
liability company may be served is Corporation Service Company

By: 
Authorized Person

Name: David W. Thal
Print or Type