

1116000000649

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

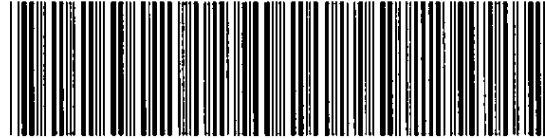
(Document Number)

Certified Copies _____

Certificates of Status _____

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Office Use Only



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FALLASSER, LINDA

RECEIVED

IS. HUNT

06/26/24

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wilbur-Ellis Company 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:

Jessica von Heuss
Name of Person

Registered Agent Solutions, Inc.
Firm/Company

5301 Southwest Parkway #400
Address

Austin, TX 78735
City/State and Zip Code

orders@rasi.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jessica von Heuss at (888) 705-7274
Name of Person 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: Wilbur-Ellis Company LLC

Enter new principal office address, if applicable: _____

(Principal office address

MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address

MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M1600000049

3. Jurisdiction of its organization: California

4. Date authorized to do business in Florida: 01/25/2016

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

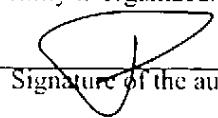
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

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>
<hr/>	<hr/>	<hr/>	<input type="checkbox"/> Add
		<hr/>	<input type="checkbox"/> Remove
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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.



Signature of the authorized representative

Timothy J. Nestler

Typed or printed name of signee

Filing Fee: \$25.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILBUR-ELLIS COMPANY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JUNE, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WILBUR-ELLIS COMPANY LLC" WAS FORMED ON THE FIRST DAY OF MAY, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



Jeffrey W. Bullock, Secretary of State

3569988 8300

SR# 20242748574

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

Authentication: 203614441

Date: 06-03-24

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 CONVERSION OF A CALIFORNIA
LIMITED LIABILITY COMPANY UNDER THE NAME OF "WILBUR-ELLIS COMPANY
LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE
ON THE FIRST DAY OF MAY, A.D. 2024, AT 3:35 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:35 PM 05/01/2024
FILED 03:35 PM 05/01/2024
SR 20241789147 - File Number 3569988

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

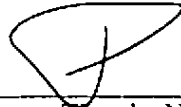
Dated April 30, 2024

This Certificate of Conversion (this "Certificate") has been duly executed and is being filed to convert Wilbur-Ellis Company LLC, a California limited liability company (the "Company"), to Wilbur-Ellis Company LLC, a Delaware limited liability company (the "LLC"), pursuant to Section 18-214 of the Delaware Limited Liability Company Act, 6 *Del. C.* § 18-101 *et seq.* (the "LLC Act").

1. The jurisdiction where the Company was first formed, and its jurisdiction immediately prior to filing this Certificate, is the State of California.
2. The date on which the Company was first formed, and the date of filing of its original articles of organization with the Secretary of State of the State of California, was July 6, 1923.
3. The name of the Company immediately prior to filing this Certificate is Wilbur-Ellis Company LLC.
4. The name of the company to which the Company shall be converted, as set forth in the certificate of formation of the Company filed in accordance with Section 18-214 of the LLC Act is Wilbur-Ellis Company LLC.
5. The conversion of the Company to the LLC shall become effective upon the filing of this Certificate with the Secretary of State of the State of Delaware.

(Signature page follows)

IN WITNESS WHEREOF, this Certificate has been executed by the undersigned on the date first set forth above.



Name: Timothy Nestler
Title: Authorized Person

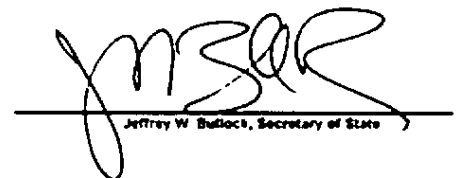
Delaware

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 FORMATION OF "WILBUR-ELLIS COMPANY LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2024, AT 3:35 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3569988 8100
SR# 20242933457

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

Authentication: 203756123
Date: 06-20-24

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:35 PM 05/01/2024
FILED 03:35 PM 05/01/2024
SR 20241789147 - File Number 3569988

CERTIFICATE OF FORMATION

OF

WILBUR-ELLIS COMPANY LLC

FIRST: The name of the limited liability company is Wilbur-Ellis Company LLC (the "Company").

SECOND: The address of its registered office in the State of Delaware is: 838 Walker Road Suite 21-2, city of Dover, county of Kent, Delaware 19904. The name of its registered agent at such address is: Registered Agent Solutions, Inc.

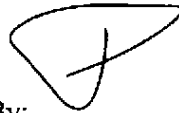
THIRD: This Certificate of Formation shall be effective upon the filing of this Certificate of Formation with the Delaware Secretary of State.

FOURTH: The personal liability of the members, managers and officers of the Company is hereby limited and eliminated to the fullest extent permitted by the laws of the State of Delaware, as the same may be amended and supplemented from time to time.

FIFTH: The Company shall have the power to indemnify and advance legal defense fees to its members, managers and officers to the fullest extent permitted by the laws of the State of Delaware, as the same may be amended and supplemented from time to time.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation on the 29th day of April, 2024.

A handwritten signature in black ink, appearing to be 'TJ' or similar, enclosed within a roughly triangular shape.

By: _____

Name: Timothy J. Nestler

Title: Authorized Person