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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

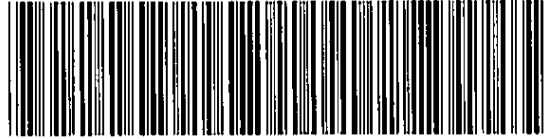
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2023 NOV 27 AM 8:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Air Voice Wireless, 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:

Iris Mennens

Name of Person

Inteserra, Inc.

Firm/Company

151 Southhall Lane, Suite 450

Address

Maitland, FL 32751

City/State and Zip Code

sos@inteserra.com

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

For further information concerning this matter, please call:

Iris Mennens

at (321) 296-5018

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: Air Voice Wireless, 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: M22000002336

3. Jurisdiction of its organization: Michigan

4. Date authorized to do business in Florida: 2/1/2022

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:

Texas

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), 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
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_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add

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

Henry Hung Do

Typed or printed name of signee

Filing Fee: \$25.00

FILED
2023 NOV 27 AM 8:53
CLERK OF STATE
TALLAHASSEE, FLORIDA



Jane Nelson
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Air Voice Wireless, LLC (file number 805253780), a Domestic Limited Liability Company (LLC), was filed in this office on September 21, 2023.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 27, 2023.



A handwritten signature of Jane Nelson in black ink.

Jane Nelson
Secretary of State



Jane Nelson
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Air Voice Wireless, LLC
Filing Number: 805253780

Certificate of Conversion

September 21, 2023

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 31, 2023.



A handwritten signature in black ink that reads "Jane Nelson".

Jane Nelson
Secretary of State

CERTIFICATE OF CONVERSION

FOR

Air Voice Wireless, LLC

FILED
In the Office of the
Secretary of State of Texas

SEP 21 2023

Corporations Section

In accordance with the governing provisions of Chapter 10 of the Business Organizational Code of the State of Texas (the "BOC"), AirVoice Wireless, LLC (the "Converting Entity"), hereby adopts and authorizes for-filing with the Texas Secretary of State, the following Certificate of Conversion.

1. A Plan of Conversion has been adopted and approved by the Converting Entity in accordance with the BOC. The Plan of Conversion sets forth that the name of the Converting Entity is AirVoice Wireless, LLC (File Number: 801632654), that the Converting Entity was formed in the State of Michigan as a limited liability company, and that the Converting Entity is being converted from a Michigan limited liability company to a Texas limited liability company, in accordance with the BOC and the laws governing the converted or resulting entity. The Plan of Conversion sets forth that the name of the Converted Entity is Air Voice Wireless, LLC to be formed in the State of Texas. For purposes of this Certificate, the term "Converting Entity" refers to the entity prior to conversion. The term "Converted Entity" refers to the entity after conversion.
2. The Plan of Conversion is attached hereto as Exhibit "A"
3. the Members of the Company have adopted and approved the Plan of Conversion.
4. The Converted Entity, contemporaneous with this filing of Certificate of Conversion, shall file its Certificate of Formation with the Texas Secretary of State which conforms in all respects with the law governing its formation in the State of Texas and which sets forth that the Converted Entity is being formed pursuant to a Plan of Conversion.
5. The Converted Entity is liable for payment of the franchise taxes of the Converting Entity.
6. Approval of the Plan of Conversion was duly authorized by all action required by the laws under which the Converting Entity was formed and by its constituent documents.
7. The Certificate of Conversion shall be effective on the date of filing.

By 

Henry Do, Member

Exhibit A
Plan of Conversion

PLAN OF CONVERSION
OF
AIRVOICE WIRELESS, LLC, A MICHIGAN LIMITED LIABILITY COMPANY
TO
AIRVOICE WIRELESS, LLC, A TEXAS LIMITED LIABILITY COMPANY

THIS PLAN OF CONVERSION, dated as of June 6, 2023 (this "Plan"), is hereby adopted by Air Voice Wireless, LLC, a Michigan limited liability company (the "Company"), in order to set forth the terms, conditions and procedures governing the conversion of the Company from a Michigan limited liability company to a Texas limited liability company pursuant to Chapter 10 of the Business Organization Code of the State of Texas (the "BOC"), and Section 450.4708 of the Michigan Limited Liability Company Act under the Michigan Compiled Laws (the "MLLC").

RECITALS:

WHEREAS, the Company is a limited liability company established and existing under the laws of the State of Michigan;

WHEREAS, conversion of a Michigan limited liability company into a Texas limited liability company is permitted under the BOC and the MLLC;

WHEREAS, the Members of the Company has determined that it would be advisable and in the best interests of the Company and its members for the Company to convert from a Michigan limited liability company to a Texas limited liability company pursuant to the BOC and the MLLC; and

WHEREAS, the Members of the Company have authorized, approved and adopted the Conversion (as defined below) and approved and adopted the form, terms and provisions of this Plan and submitted the Conversion and this Plan to the Company's Members for approval, and the Company's members have approved the Conversion and this Plan.

NOW, THEREFORE, the Company hereby adopts this Plan as follows:

1. CONVERSION; EFFECT OF CONVERSION.

(a) At the Effective Time (as defined in Section 3 below), the Company shall be converted from a Michigan limited liability company to a Texas limited liability company pursuant to the BOC and the MCCL (the "Conversion") and the Company, as converted to a Texas limited liability company (the "Converted Company"), shall thereafter be subject to all of the provisions of the BOC, except that, the existence of the Converted Company shall be deemed to have commenced on the date the Company commenced its existence in the State of Michigan.

(b) At the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or its members, the Converted Company shall, for all purposes of the laws of the State of Texas and the State of Michigan, be deemed to be the same entity as the Company. At the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or its members, for all purposes of the laws of the State of Texas, all of the rights, privileges and powers of the Company, and all property, real, personal and mixed, and all debts due to the Company, as well as all other things and causes of action belonging to the Company, shall remain vested in the Converted Company and shall be the property of the Converted Company and the title to any real property vested by deed or otherwise in the Company shall not revert or be in any way impaired by reason

of the Conversion; but all rights of creditors and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall remain attached to the Converted Company at the Effective Time, and may be enforced against the Converted Company to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by the Converted Company in its capacity as a limited liability company of the State of Texas. The rights, privileges, powers and interests in property of the Company, as well as the debts, liabilities and duties of the Company, shall not be deemed, as a consequence of the Conversion, to have been transferred to the Converted Company at the Effective Time for any purpose of the laws of the State of Texas.

(c) The Company shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the Conversion shall not be deemed a dissolution of the Company and shall constitute a continuation of the existence of the Company in the form of a Texas limited liability company. The Converted Company is the same entity as the Company. The Conversion shall not be deemed to affect any obligations or liabilities of the Company incurred prior to the Conversion or the personal liability of any person incurred prior to the Conversion.

(d) At the Effective Time, the name of the Converted Company shall be: Air Voice Wireless, LLC.

(e) At the Effective Time, the street address of the principal place of business of the Converted Company shall be the same as the street address of the principal place of business of the Company, with such address being: 9920 Brooklet Drive, Houston, TX 77099.

(f) The Company intends for the Conversion to constitute a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and for this Plan to constitute a "plan of reorganization" within the meaning of Treasury Regulation Section 1.368-2(g).

2. FILINGS. As soon as practicable following the date hereof, the Company shall cause the Conversion to be effected by:

(a) executing and filing (or causing to be executed and filed) a Certificate of Conversion pursuant to the BOC and the MCCL in a form reasonably acceptable to any officer of the Company (the "Michigan Certificate of Conversion") with the Michigan Bureau of Commercial Services of the Michigan Department of Labor & Economic Growth;

2

(b) executing and filing (or causing to be executed and filed) a Certificate of Conversion pursuant to the BOC in a form reasonably acceptable to any officer of the Company (the "Texas Certificate of Conversion") with the Texas Secretary of State; and

(c) executing, acknowledging, and filing (or causing to be executed, acknowledged and filed) a Certificate of Formation of Air Voice Wireless, LLC, substantially in the form approved by the Company's members and set forth on Exhibit A hereto (the "Texas Certificate of Formation") with the Texas Secretary of States.

3. EFFECTIVE TIME. The Conversion shall become effective upon the filing and effectiveness of the Michigan Articles of Conversion, the Texas Certificate of Conversion and the Texas Certificate of Formation with the applicable secretary of state (the time of the effectiveness of the Conversion, the "Effective Time").

4. EFFECT OF CONVERSION ON MEMBERSHIP INTERESTS.

Upon the terms and subject to the conditions of this Plan, at the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or its members, each member of the Company shall own the same ownership percentage of the Converted Company.

Following the Effective Time, all membership interests of the Company shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a membership interest in the Company immediately prior to the Effective Time shall cease to have any rights with respect thereto.

5. EFFECT OF CONVERSION ON EMPLOYEE BENEFIT, INCENTIVE COMPENSATION OR OTHER SIMILAR PLANS: Upon the terms and subject to the conditions of this Plan, at the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or its members, each employee benefit plan, incentive compensation plan or other similar plan to which the Company is a party shall continue to be a plan of the Converted Company.

6. FILING, LICENSES, PERMITS, TITLED PROPERTY, ETC. As necessary, following the Effective Time, the Converted Company shall apply for new qualifications to conduct business (including as a foreign limited liability company), licenses, permits and similar authorizations on its behalf and in its own name in connection with the Conversion and to reflect the fact that it is a limited liability company duly formed and validly existing under the laws of the State of Texas. As required or appropriate, following the Effective Time, all real, personal or intangible property of the Company which was titled or registered in the name of the Company shall be re-titled or re-registered, as applicable, in the name of the Converted Company by appropriate filings or notices to the appropriate party (including, without limitation, any applicable governmental agencies).

7. FURTHER ASSURANCES. If, at any time after the Effective Time, the Converted Company shall determine or be advised that any deeds, bills of sale, assignments, agreements, documents or assurances or any other acts or things are necessary, desirable or proper, consistent with the terms of this Plan, (a) to vest, perfect or confirm, of record or otherwise, in the Converted Company its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the Company, or (b) to otherwise carry out the purposes of this Plan, the Converted Company, its officers and directors and the designees of its officers and directors, are hereby authorized to solicit in the name of the Converted Company any third-party consents or other documents required to be delivered by any third-party, to execute and deliver, in the name and on behalf of the Converted Company all such deeds, bills of sale, assignments, agreements, documents and assurances and do, in the name and on behalf of the Converted Company, all such other acts and things necessary, desirable or proper to vest, perfect or confirm its right, title or interest in, to or under any of the rights,

privileges, immunities, powers, purposes, franchises, properties or assets of the Company and otherwise to carry out the purposes of this Plan.

8. EFFECT OF CONVERSION ON DIRECTORS AND OFFICERS. The members, managers and officers of the Company immediately prior to the Effective Time shall continue in office following the Effective Time as the members, managers and officers of the Converted Company, respectively, until the expiration of their respective terms of office and until their successors have been duly elected and have qualified, or until their earlier death, resignation or removal.

9. IMPLEMENTATION AND INTERPRETATION. This Plan shall be implemented and interpreted, prior to the Effective Time, by the Members of the Company and, upon the Effective Time, by the Members of the Converted Company, (a) each of which shall have full power and authority to delegate and assign any matters covered hereunder to any other party or parties, including, without limitation, any officers of the Company or the Converted Company, as the case may be, and (b) the interpretations and decisions of which shall be final, binding, and conclusive on all parties.

12. AMENDMENT. This Plan may be amended or modified by the Members of the Company at any time prior to the Effective Time.

14. TERMINATION OR DEFERRAL. At any time prior to the Effective Time, (a) this Plan may be terminated and the Conversion may be abandoned by action of the Members of the Company, notwithstanding the

approval of this Plan by the Company, and (b) the consummation of the Conversion may be deferred for a reasonable period of time if, in the opinion of the Members of the Company, such action would be in the best interests of the Company and its members. In the event of termination of this Plan, this Plan shall become void and of no effect and there shall be no liability on the part of the Company, and its Members.

14. **THIRD PARTY BENEFICIARIES.** This Plan shall not confer any rights or remedies upon any person other than as expressly provided herein.

15. **SEVERABILITY.** Whenever possible, each provision of this Plan will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Plan is held to be prohibited by or invalid under applicable law, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of this Plan.

16. **GOVERNING LAW.** This Plan shall be construed in accordance with and governed by the law of the State of Texas, without regard to the conflict of laws provisions thereof.

IN WITNESS WHEREOF, the Company hereby adopts the Plan of Conversion as of the date first written above.

Air Voice Wireless, LLC

By: 

Henry Hung Do
CEO

Form 205
(Revised 12/21)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555

Filing Fee: \$300

Certificate of Formation
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

SEP 21 2023
Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Air Voice Wireless, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2—Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

☒ A. The initial registered agent is an organization (cannot be entity named above) by the name of:

Incorp Services, Inc.

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix
C. The business address of the registered agent and the registered office address is:			
815 Brazos St., Ste. 500	Austin	TX	78701
Street Address	City	State	Zip Code

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each initial governing person.)

☐ A. The limited liability company initially has managers. The name and address of each initial manager are set forth below.

☒ B. The limited liability company does not initially have managers. The name and address of each initial member are set forth below.

INITIAL GOVERNING PERSON 1				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Henry		Do		
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
9920 Brooklet Drive	Houston	TX	USA	77099
Street or Mailing Address	City	State	Country	Zip Code

INITIAL GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

INITIAL GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Initial Mailing Address

(Provide the mailing address to which state franchise tax correspondence should be sent.)

9920 Brooklet Drive	Houston	TX	77099	USA
Mailing Address	City	State	Zip Code	Country

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

The limited liability company is being formed pursuant to the Plan of Conversion of Air Voice Wireless, LLC, located at 9920 Brooklet Drive, Houston, TX 77099 formed in Michigan on May 7, 1999 and now converting to Air Voice Wireless, LLC formed in Texas.

Organizer

The name and address of the organizer:

Henry Do

Name

9920 Brooklet Drive

Street or Mailing Address

Houston

City

TX 77099

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, or a later date and time, not more than 90 days from the date of signing. The later effective date, or date and time is: _____
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned also affirms that, to the best knowledge of the undersigned, the name provided as the name of the filing entity does not falsely imply an affiliation with a governmental entity. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 9/7/2023



Signature of organizer

Henry Do

Printed or typed name of organizer