

1/4/23, 3:25 PM

Division of Corporations

**M22000011942**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H230000042963)))



H230000042963ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (954)208-0845  
Fax Number : (614)573-3996

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
IKP HOLDINGS L.L.C.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 09      |
| Estimated Charge      | \$55.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

# 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: 1KP Holdings L.L.C.

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: M22000011942

3. Jurisdiction of its organization: Oregon

4. Date authorized to do business in Florida: July 22, 2022

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

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

1KPRE Holdings 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

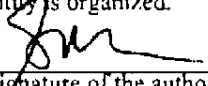
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

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.

  
Signature of the authorized representative

Gerald A. Beeson  
Typed or printed name of signee

**Filing Fee: \$25.00**

## ACTION BY WRITTEN CONSENT OF

KP Holdings L.L.C.

Dated as of December 27, 2022

The undersigned, being the Manager, and the sole member ("Member") of KP Holdings L.L.C., an Oregon limited liability company (the "Company"), do hereby waive all notice of the time, place and purpose of a meeting and consent to, approve and adopt the following recitals and resolutions pursuant to the applicable laws of the State of Oregon and the Fourth Amended and Restated Operating Agreement of the Company, by Written Consent ("Written Consent"):

**I. Approval of Conversion to a Delaware Limited Liability Company**

WHEREAS, the Manager and Member believe it is in the best interest of the Company to convert the organizational structure of the Company from an Oregon limited liability company into a limited liability company organized under the laws of the State of Delaware (the "Conversion"), under the name of KPRE Holdings LLC (the "KPRE");

NOW, THEREFORE, BE IT RESOLVED, that the Manager and the Member hereby authorize and approve the Conversion in accordance with the applicable laws of the States of Oregon and Delaware;

FURTHER RESOLVED, that the Oregon Certificate of Conversion and the Delaware Certificate of Conversion with a Delaware Certificate of Formation (collectively, the "Conversion Documents") be, and hereby are, approved and adopted in all respects;

FURTHER RESOLVED, that the attached Plan of Conversion be, and hereby is, adopted, authorized, approved and ratified in all respects;

FURTHER RESOLVED, that KPRE be qualified to transact business in all jurisdictions in which the Company is currently qualified to transact business, if any, and any other jurisdiction a duly elected officer deems advisable;

FURTHER RESOLVED, that the Manager (the "Authorized Person") be, and hereby is, authorized and empowered, in the name and on behalf of the Company to execute and deliver the Conversion Documents, and any amendments or modifications thereto, and all other documents or instruments to be executed and delivered in connection therewith, such documents to be in substantially the form presented to the Manager and the Member with such changes, modifications and amendments thereto as any Authorized Person acting individually shall deem necessary or appropriate, the approval of which shall be conclusively established by the execution and delivery thereof; and

FURTHER RESOLVED, that the Member authorizes the Authorized Person to sign, on behalf of KPRE, the Limited Liability Company Operating Agreement for KPRE.

## 2. **A&R LLC Agreement**

WHEREAS, the Manager and Member deem it advisable and in the best interest of the Company to amend and restate in its entirety the Limited Liability Company Agreement of the Company (the "LLC Agreement").

NOW, THEREFORE, BE IT RESOLVED, that the Fifth Amended and Restated LLC Agreement in substantially the form presented to the Manager and Member, be, and hereby are, adopted, approved and authorized.

## 3. **D/B/A and Trade Names**

WHEREAS, the Manager and Member deem it advisable and in the best interest of the Company to use the d/b/a name "1KPRE Holdings LLC" in the state of Florida.

NOW THEREFORE BE IT RESOLVED, that the actions required to register 1KPRE Holdings LLC as a d/b/a for KPRE Holdings LLC in the State of Florida, be, and hereby are, adopted, approved and authorized.

## 4. **General Authority**

RESOLVED, that all acts and deeds heretofore done or actions taken by and all such further acts and deeds taken by the Authorized Person or agent of the Company for and on behalf of the Company in entering into, executing, acknowledging or attesting any arrangements, agreements, instruments or documents in carrying out the terms and intentions of the foregoing recitals and resolutions be, and each of them hereby is, in all respects ratified, approved and confirmed as the acts and deeds of the Company; and

FURTHER RESOLVED, that the Authorized Persons of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all such actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with the governmental or regulatory authorities, to pay all such fees and expenses and to do any and all other acts and things whatsoever, in each case which shall in such officer's judgment be deemed necessary, proper and advisable to carry out the purpose and intent of the above resolutions and to comply with all legal requirements relating thereto.

## 5. **Counterparts and Electronic Delivery**

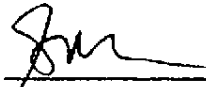
RESOLVED, that this consent may be signed by counterpart signature, each of which signature shall be deemed an original, all of which together shall constitute one and the same instrument. Further, delivery of a copy of such signature by electronic exchange method shall constitute a valid and binding execution and delivery of this consent by such party, and such electronic copy shall constitute an original document.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned have executed this Joint Written Consent of the Manager and the Sole Member of the Company, as of the date first written above.

**MANAGER:**

**MEMBER:**



Gerald A. Beeson

Being the Manager of the Company



Kenneth E. Griffin

Being the sole Member of the Company



Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

Phone: (503) 986-2200  
FAX: (503) 378-4381  
sos.oregon.gov/business

**REGISTRY NUMBER: 12693594**

**TYPE: FOREIGN LIMITED LIABILITY COMPANY**

**Next Renewal Date: 1/28/2024**

KP HOLDINGS L.L.C.  
200 S BISCAYNE BLVD SUITE 3300  
SOUTHEAST FINANCIAL CENTER  
MIAMI FL 33131

### Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

**DOCUMENT**  
ARTICLES OF CONVERSION

**FILED ON**  
12/30/2022

**STATUS**  
ACTIVE

**NAME**  
KP HOLDINGS L.L.C.

**JURISDICTION**  
DELAWARE

**PRINCIPAL PLACE OF BUSINESS**  
200 S BISCAYNE BLVD SUITE 3300  
SOUTHEAST FINANCIAL CENTER  
MIAMI, FL 33131

**REGISTERED AGENT**  
C T CORPORATION SYSTEM  
780 COMMERCIAL ST SE STE 100  
SALEM, OR 97301

**MAILING ADDRESS**  
200 S BISCAYNE BLVD SUITE 3300  
SOUTHEAST FINANCIAL CENTER  
MIAMI, FL 33131

**MEMBER**  
KENNETH C GRIFFIN  
200 S BISCAYNE BLVD SUITE 3300  
SOUTHEAST FINANCIAL CENTER  
MIAMI, FL 33131

**MANAGER**  
GERALD A BEESON  
200 S BISCAYNE BLVD SUITE 3300  
SOUTHEAST FINANCIAL CENTER  
MIAMI, FL 33131

ROBBRO  
ACK - CNV  
12/30/2022



## Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1737 FAX: 503-374-2100 Email: sos@sos.oregon.gov

FILED: DEC 30, 2022  
OREGON SECRETARY OF STATE

12693594-24269326

REGISTRY NUMBER: 126935-94

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application  
We must release this information to all parties upon request and it will be posted on our website

KP HOLDINGS L.L.C.

CNV

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. Name of Business Entity Prior to Conversion: KP Holdings L.L.C.
2. Type of Business Entity Prior to Conversion: Oregon Limited Liability Company
3. Name of Business Entity After Conversion: KPRE Holdings LLC
4. Type of Business Entity After Conversion: Delaware Limited Liability Company
5. Will the converted entity have continued existence in Oregon? Yes ☐ No ☒
6. If no, where will the jurisdiction be? Delaware
7. Select one of the following:
  - ☐ A copy of the plan of conversion is attached.
  - ☒ Address where the plan of conversion is on file.

Address Southeast Financial Center, 200 S. Biscayne Blvd., Suite 3300

City Miami State FL Zip Code 33131

A copy will be provided upon request to any owner, member or shareholder at no cost. Each party (as specified by the statute) to the conversion obtained authorization and approval in accordance with the statutes that govern the business entity.

8. Provide additional information required for new entity type. (Required)

9. Oregon Corporation and Limited Liability Company Requirement:

- ☒ Oregon Corporations and Limited Liability Companies comply with House Bill 2191 by attaching an information change form or document that includes the Principal Place of Business and Individual with Direct Knowledge.

10. Execution: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership)  
I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature:

Printed Name:

Gerald A. Beeson

Title:

Manager

CONTACT NAME (To resolve questions with this filing)

PHONE NUMBER (Include area code)

## FEES

Domestic Required Processing Fee \$100

Foreign Required Processing Fee \$275

Processing fees are nonrefundable. Please make check payable to "Corporation Division"

(Free copies are available at sos.oregon.gov/business using the Business Name Search program.)





## Corporation/Limited Liability Company - Information Change

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 966-2200  
Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary. Fax: (503) 376-4381

REGISTRY NUMBER: 126935-94

ENTITY TYPE: ☒ DOMESTIC ☐ FOREIGN

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

## 1. NAME OF CORPORATION OR LIMITED LIABILITY COMPANY:

KP Holdings L.L.C. (prior to conversion)

## 2. BUSINESS ACTIVITY

Complete only the sections that you are updating.

## 5. ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:

## 3. PRINCIPAL PLACE OF BUSINESS: (Street Address)

Southeast Financial Center

200 S. Biscayne Blvd., Suite 3300, Miami, FL 33131

## 4. THE REGISTERED AGENT HAS BEEN CHANGED TO:

## 5. REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:

Must be an Oregon Street Address, which is identical to the registered agent's office

## 7. THE NEW REGISTERED AGENT HAS CONSENTED TO THIS APPOINTMENT.

## 8. THE STREET ADDRESS OF THE NEW REGISTERED OFFICE AND THE BUSINESS ADDRESS OF THE REGISTERED AGENT ARE IDENTICAL.

The entity has been notified in writing of this change.

9. INDIVIDUAL WITH DIRECT KNOWLEDGE (Names and Addresses)  
(List the name and address of at least one individual who is a director, or controlling shareholder of the corporation (member or manager of the LLC) or an authorized representative with direct knowledge of the operations and business activities of the corporation or LLC)

Gerald A. Beeson

Southeast Financial Center

200 S. Biscayne Blvd., Suite 3300, Miami, FL 33131

## 10. NAME(S) AND ADDRESS(ES) OF CORPORATE OFFICERS OR LLC MEMBERS/MANAGERS

Corporations list the name and address of one President and one Secretary (ORS 60.787, ORS 65.787, ORS 62.455, ORS 66.435).

Limited liability companies list the name and addresses of the managers for a manager-managed limited liability company or the name and address of at least one member for a member-managed limited liability company (ORS 63.787). Please attach a separate sheet of paper if needed.

If making changes to this section, list all current names and addresses. This replaces what is currently on the record.

## PRESIDENT OR OWNER(S) (MEMBERS): (Names and Addresses)

## SECRETARY OR MANAGER(S): (Names and Addresses)

11. EXECUTION: I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

SIGNATURE:

PRINTED NAME:

Gerald A. Beeson

TITLE:

Manager

CONTACT NAME: (To resolve questions with this filing)

PHONE NUMBER: (Include area code)

## FEES

No Processing Fee

Free copies are available at sos.oregon.gov/business using the Business Name Search program.