

9/25/24, 2:14 PM

Division of Corporations

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.

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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 : (614)280-3338
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

X PAYMENTS LLC

Certificate of Status	0
Certified Copy	1
Page Count	12
Estimated Charge	\$55.00

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09/30/24

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06-27-90 11:52

SECRET

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: N Payments 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: M123000005073

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: 04/19/2023

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:

Nevada

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

/s/ Kin Fai Cheung

Signature of the authorized representative

Kin Fai Cheung, Manager

Typed or printed name of signee

Filing Fee: \$25.00

FRANCISCO V. AGUILAR
Secretary of State

DEPUTY BAKKEDAH
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5706
Fax (775) 684-7141

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 190
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Certified Copy

09/23/2024 08:08:09 AM

Work Order Number: W2024092300325 - 3948811
Reference Number: 20244345935
Through Date: 09/23/2024 08:08:09 AM
Corporate Name: X Payments LLC

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20244293214	Articles of Organization - 08/30/2024	2
20244293239	Initial List - 08/30/2024	2
20244293260	Articles of Conversion - 08/30/2024	4



Certified By: Electronically Certified
Certificate Number: B202409234983088
You may verify this certificate
online at <https://www.nvsilverflame.gov/home>

Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State

11/11/24 4:06:30-2024 9 13027489769

To: Page: 09 of 12 2024-08-30 14:11:18 EDT



FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of	Business Number
<i>F. Aguilar</i>	E42932152024-1
Secretary of State	Filing Number
State Of Nevada	20244293214
	Filed On
	8/30/2024 11:11:00 AM
	Number of Pages
	2

an Davis

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- ☒ NRS 85 - Articles of Organization Limited-Liability Company ☐ NRS 86.544 - Registration of Foreign Limited-Liability Company
- ☐ NRS 89 - Articles of Organization Professional Limited-Liability Company ☐ NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Name Being Registered in Nevada: (See instructions)	X Payments LLC
2. Foreign Entity Name: (Name in home jurisdiction)	
3. Jurisdiction of Formation: (Foreign Limited-Liability Companies)	3a) Jurisdiction of formation: 3b) Date formed: 3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>
4. Registered Agent for Service of Process*: (Check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: (name only below) Noncommercial Registered Agent: (name and address below) <input type="checkbox"/> Office or Position with Entity: (title and address below) C T Corporation System Name of Registered Agent OR Title of Office or Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code
4a. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form. X <i>Stephanie Hencz</i> Stephanie Hencz, Assistant Secretary 8/30/2024 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
5. Management: (Domestic Limited-Liability Companies only)	Company shall be managed by: (check one box) <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s)
6. Name and Address of each Manager(s) or Managing Member(s): (NRS 85 and NRS 86.544, see instructions) Name and Address of the Original Manager(s) and Member(s): (NRS 89, see instructions) IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.	1) Kin Fai Cheung Name United States Country 1355 Market Street, Suite 900 Street Address San Francisco City CA 94613 State Zip/Postal Code 2) Name Country Street Address City State Zip/Postal Code 3) Name Country Street Address City State Zip/Postal Code
7. Dissolution Date: (Domestic only)	Latest date upon which the company is to dissolve (if existence is not perpetual):

This form must be accompanied by appropriate fees

11-11:14 a.m. 08-30-2024 10 13022489769

To: Page: 10 of 12 2024-08-30 14:11:18 EDT 13022489769 From: Helvnn Davis



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Formation - Limited-Liability Company

Continued, Page 2

8. Profession to be Practiced: (NRS 89 only)	
9. Series and/or Restricted Limited-Liability Company: (Optional)	Check box if a Series Limited-Liability Company <input type="checkbox"/> Domestic Limited-Liability Company's only: The Limited-Liability Company is a Restricted Limited-Liability Company <input type="checkbox"/>
10. Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
12. Name, Address and Signature of the Organizer: (NRS 86, NRS 89 -Each Organizer must be a licensed professional.)	*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process.
Name and Signature of Manager or Member: (NRS 86, 84 only) See instructions	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. Kim Fai Cheung _____ United States _____ Name _____ Country _____ 1355 Market Street, Suite 900 _____ San Francisco, CA 94103 Address _____ City _____ State _____ Zip/Postal Code _____ X <u>Kim Fai Cheung</u> _____ (attach additional page if necessary)

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

11/11/24 08:30:2024 13022489769

Page: 11 of 12 2024-08-30 14:11:18 EDT 13022489769 From: Hollynn Davis



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Initial List and State Business License Application

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

X Payments LLC

NAME OF ENTITY

TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT

IMPORTANT: Read instructions before completing and returning this form.

Please indicate the entity type (check only one):

☐ Corporation
☐ This corporation is publicly traded, the Central Index Key number is

☐ Nonprofit Corporation (see nonprofit sections below)

☒ Limited-Liability Company

☐ Limited Partnership

☐ Limited-Liability Partnership

☐ Limited-Liability Limited Partnership (if formed at the same time as the Limited Partnership)

☐ Business Trust

Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers, may be listed on a supplemental page.

CHECK ONLY IF APPLICABLE

Pursuant to NRS Chapter 75, this entity is exempt from the business license fee.

- ☐ 001 - Governmental Entity
☐ 005 - NRS 680B.020 Insurance Co. provide license or certificate of authority number

For nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designation are required to maintain a state business license, the fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by checking box below:

☐ Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee.
Exemption code 002

For nonprofit entities formed under NRS Chapter 31: entities which are Unit-owners' association or Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are excluded from the requirement to obtain a state business license. Please indicate below if this entity falls under one of these categories by marking the appropriate box. If the entity does not fall under either of these categories please submit \$200.00 for the state business license.

- ☐ Unit-owners' Association ☐ Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c)

For nonprofit entities formed under NRS Chapter 32 and 80: Charitable Solicitation Information - check applicable box
Does the Organization intend to solicit charitable or tax deductible contributions?

- ☐ No - an additional form is required
☐ Yes - the "Charitable Solicitation Registration Statement" is required.
☐ The Organization claims exemption pursuant to NRS 52A 210 - the "Exemption From Charitable Solicitation Registration Statement" is required

** Failure to include the required statement form will result in rejection of the filing and could result in late fees.**

Filed in the Office of <i>F. Aguilar</i> Secretary of State State of Nevada	Business Number F42932152024-1 Filing Number 20244293239 Filed On 8/30/2024 11:11:00 AM Number of Pages 2
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Initial List and State Business License Application - Continued

Officers, Managers, Members, General Partners, Managing Partners or Trustees:

CORPORATION, INDICATE THE <u>PRESIDENT</u> , OR EQUIVALENT OF:		Title:	Manager
Name	Kim Fai Cheung	Country	United States
Address	1355 Market Street, Suite 900	City	San Francisco
		State	CA 94013
		Zip/Postal Code	
CORPORATION, INDICATE THE <u>SECRETARY</u> , OR EQUIVALENT OF:		Title:	
Name		Country	
Address		City	
		State	
		Zip/Postal Code	
CORPORATION, INDICATE THE <u>TREASURER</u> , OR EQUIVALENT OF:		Title:	
Name		Country	
Address		City	
		State	
		Zip/Postal Code	
CORPORATION, INDICATE THE <u>DIRECTOR</u> :			
Name		Country	
Address		City	
		State	
		Zip/Postal Code	

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

Designated by:
X Kim Fai Cheung

Signature of Officer, Manager, Managing
Member, General Partner, Managing Partner,
Trustee, Member, Owner of Business,
Partner or Authorized Signer

FORM WILL BE RETURNED IF
UNSIGNED

Manager

Title

8/30/2024

Date

11/11/14 a.m. 08/30/2024 13022489765
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	Filing Number
	Filed On
	Number of Pages
E4292152024-1 20244290260 8/30/2024 11:11:00 AM 4	

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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☒ Conversion ☐ Exchange ☐ Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:
(Constituent, Acquired
or Merging)

Entity Name:

X Payments LLC

Jurisdiction: Delaware

Entity Type*: Limited Liability Company

If more than one entity being acquired or merging please attach additional page

2. Entity Information:
(Resulting, Acquiring
or Surviving)

Entity Name:

X Payments LLC

Jurisdiction: Nevada

Entity Type*: Limited Liability Company

**3. Plan of Conversion,
Exchange or Merger:**
(select one box)

☐ The entire plan of conversion, exchange or merger is attached to these articles.

☒ The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200).

☐ The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)

4. Approval:
(If more than one entity
being acquired or
merging please attach
additional approval
page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

☐ A. Owner's approval was not required from the:

☐ Acquired/merging

☐ Acquiring/surviving

☐ B. The plan was approved by the required consent of the owners of:

☐ Acquired/merging

☐ Acquiring/surviving

☐ C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

☐ Acquired/merging

☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

**5. Effective Date and
Time: (Optional)**

Date:

Time:

(must not be later than 90 days after the certificate is filed)

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

Page 1 of 4

Revised 5/1/2024



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☒ Conversion ☐ Exchange ☐ Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

☐ A. Owner's approval was not required from the:

☐ Acquired/merging

☐ Acquiring/surviving

☐ B. The plan was approved by the required consent of the owners of:

☐ Acquired/merging

☐ Acquiring/surviving

☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

☐ Acquired/merging

☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

☐ A. Owner's approval was not required from the:

☐ Acquired/merging

☐ Acquiring/surviving

☐ B. The plan was approved by the required consent of the owners of:

☐ Acquired/merging

☐ Acquiring/surviving

☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

☐ Acquired/merging

☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

6. Forwarding Address for Service of Process: (Conversion and Mergers only, if resulting/surviving entity is foreign)	Name _____ Country _____ Care of: _____ Address _____ City _____ State _____ Zip/Postal Code _____
7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200): (Merger only) **	<div style="border: 1px solid black; height: 150px; margin-bottom: 5px;"></div> <p style="font-size: small;">** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.</p>
8. Declaration: (Exchange and Merger only)	<p>Exchange:</p> <p><input type="checkbox"/> The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).</p> <p>Merger: (Select one box)</p> <p><input type="checkbox"/> The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).</p> <p><input type="checkbox"/> The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).</p>
9. Signature Statement: (Required)	<p><input checked="" type="checkbox"/> Conversion:</p> <p>A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.</p> <p>Signatures - must be signed by:</p> <p>1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).</p> <p>2. If constituent entity is a foreign entity, must be signed by the constituent entity in the manner provided by the law governing it.</p> <p>X Payments LLC</p> <p>Name of constituent entity _____</p>

Form will be returned if unsigned.
 This form must be accompanied by appropriate fees.

11:11:14 a.m. 08-30-2024 8 13022489769

To Page: 08 of 12 2024-08-30 14:11 18 EDT 13022489769 From: Helynn Davis



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

9. Signature
Statement
Continued: (Required)

☐ **Exchange:**
Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers, A trustee of each Nevada business trust (NRS 92A.230).
Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.
The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

☐ **Merger:**
Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers, A trustee of each Nevada business trust (NRS 92A.230).
The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s):
(Required)

Name of acquired/merging entity

X

Signature (Exchange/Merger)

Title

Date

If more than one entity being acquired or merging please attach additional page of information and signatures.

Name of acquiring/surviving entity

X

Signature (Exchange/Merger)

Title

Date

Not a Signer By

X

John F. Chavez

Manager

8/30/2024

Signature of Constituent Entity (Conversion)

Title

Date

Please include any required or optional information in space below:
(attach additional page(s) if necessary)