

PD4000161298

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500269598535

02/26/15--01025--010 **43.75

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
2015 FEB 26 AM 9:56

Commission/CC
@ 3/3/15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Grapkoski Corporation

Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Alex Graham

Contact Person

Firm/Company

1401 N St NW #701

Address

Washington, DC 20005

City, State and Zip Code

alex.graham@grahamcapitalinc.com

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

For further information concerning this matter, please call:

Alex Graham

Name of Contact Person

at (**202**) **276-0439**

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☒

\$43.75 Filing Fee
and Certificate of
Status

☐

\$43.75 Filing Fee
and Certified Copy

☐

\$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 FEB 26 AM 9:56

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

The Grapkoski Corporation

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

Grapkoski, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a **limited liability company**
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Delaware**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: **January 9, 2015**

8. This conversion shall be effective in Florida on: January 9, 2015.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

1521 Concord Pike, Suite 303

Wilmington, DE 19803

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 1521 Concord Pike, Suite 303

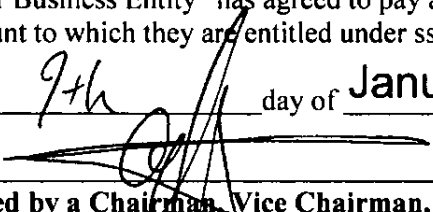
Wilmington, DE 19803

Mailing Address: 1521 Concord Pike, Suite 303

Wilmington, DE 19803

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 9th day of January, 2015.

Signature: 

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Alex Graham Title: President

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

Delaware

PAGE 1

The First State

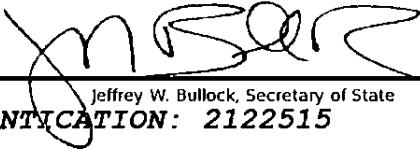
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA CORPORATION UNDER THE NAME OF "THE GRAPKOSKI CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE GRAPKOSKI CORPORATION" TO "GRAPKOSKI, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2015, AT 11:51 O'CLOCK A.M.



5693367 8100V

150031053

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

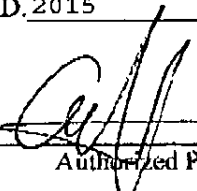

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2122515

DATE: 02-16-15

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

- 1.) The jurisdiction where the Corporation first formed is Florida.
- 2.) The jurisdiction immediately prior to filing this Certificate is Florida.
- 3.) The date the corporation first formed is 11/30/2004.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
The Grapkoski Corporation.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is Grapkoski, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
9th day of January, A.D. 2015.

By: 

Authorized Person

Name: Alex Graham

Print or Type