

PO5000031674

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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Date: May 09, 2017

Account#: I20000000088

Name: Michelle Walker

Reference #: T009778

Entity Name: BGSA, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

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Please include a copy of cover letter with returned evidence. Thanks!

Authorized Amount: ~~\$150~~ \$105

Please note: If authorized amount is incorrect,  
please call Michelle at 518-213-0737.

Signature: Michelle Walker

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TALLAHASSEE, FL 32301  
**866.625.0838**  
COGENCYGLOBAL.COM

Date: May 12, 2017

Account#: I20000000088

Name: Michelle Walker

Reference #: T009778

Entity Name: BGSA, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

Please include a copy of cover letter with returned evidence. Thanks!

Authorized Amount: \$ 35

Please note: If authorized amount is incorrect,  
please call Michelle at 518-213-0737.

Signature: Michelle Walker

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 10, 2017

MICHELLE  
COGENCYGLOBAL  
WALK IN

SUBJECT: BG STRATEGIC ADVISORS, INC.  
Ref. Number: P05000031674

We have received your document for BG STRATEGIC ADVISORS, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

This corporation filed a merger name change back in 2005 changing the name to BG Strategic Advisors, Inc. so you will need to correct the name on the application. We need to file the conversion first and then file the qualification for the new Delaware Corporation. There is currently a Delaware Limited Liability Company on our records and it appears that it is the same people so we will need a letter stating that the two entities are owned by the same people before we can file the new qualification. You also must complete the second page of the foreign application in order for it to be filed. We will need two separate filing request for these two filings, one for \$35.00 and the second one for \$70.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 417A00009280

RECEIVED  
2017 MAY 12 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 MAY -9 AM 9:56

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:

**BG STRATEGIC ADVISORS, INC.**

Enter Name of Florida Profit Corporation

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

**BGSA, INC.**

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a corporation  
(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: **May 1, 2017**

8. This conversion shall be effective in Florida on: \_\_\_\_\_  
(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:

525 S. Flagler Drive

Suite 200, West Palm Beach, FL 33401

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: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

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 28th day of April 2017.

Signature: \_\_\_\_\_

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

Printed Name: Benjamin Gordon Title: Managing Director

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