

P23000063458

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

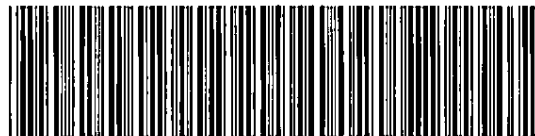
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500414151625

2023 AUG 23 AM 8:59

RECEIVED
2023 AUG 23 PM 3:41
BIRMINGHAM OFFICE
CORPORATION DIVISION
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 24, 2023

CORPORATION SERVICE COMPANY

SUBJECT: COHORT TRUST LLC
Ref. Number: L18000025584

RESUBMIT
Please give original
submission date as file date.

We have received your document for COHORT TRUST LLC. However, the document has not been filed and is being returned for the following:

The form submitted is the incorrect form. Attached is the proper forms.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 123A00019720

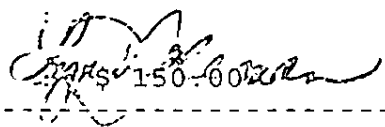
RECEIVED
DIVISION OF CORPORATIONS
AUG 24 2023
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 953272 4369500

AUTHORIZATION :

COST LIMIT  \$150.00

ORDER DATE : August 23, 2023

ORDER TIME : 2:18 PM

ORDER NO. : 953272-010

CUSTOMER NO: 4369500

DOMESTIC AMENDMENT FILING

NAME: COHORT TRUST LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT/CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS: _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: RazzoFab Inc. Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Arianne Plasencia
Contact Person

McDermott Will & Emery LLP
Firm/Company

333 S.E. 2nd Avenue, Suite 4500
Address

Miami, Florida 33131
City, State and Zip Code

aplascencia@mwe.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Arianne Plasencia at (305) 347-6539
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

Mailing Address:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RAZZOFAB INC.
2550 Goodlette Road N
Naples, Florida 34103

August 23, 2023


Florida Department of State
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2023 AUG 23 AM 8:58
S. 1

RE: CONSENT TO USE OF NAME BY COHORT TRUST LLC

Dear Sir/Madam

The undersigned, being the sole incorporator of RazzoFab Inc., a Florida corporation formed on June 28, 2023, does hereby grant consent to Cohort Trust LLC to use the name of RazzoFab Inc. in the State of Florida as a corporation. Such consent to be effective immediately on this 23rd day of August, 2023.


Arienne Plasencia of McDermott
Will & Emery LLP, Sole Incorporator

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

Cohort Trust LLC

Enter Name of the Converting Entity

2. The converting entity is a limited liability company

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on January 24, 2018

Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

RazzoFab Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: August 23, 2023.

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

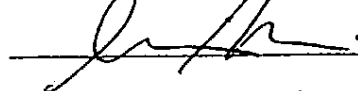
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

2023 AUG 23 AM 8:58
6771-17

Signed this 23rd day of August, 20 23.

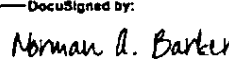
Required Signature for Florida Profit Corporation:

Signature of Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:



Printed Name: Arianne Plasencia Title: Incorporator

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

Signature: 
DocuSigned by:
A113D3D816B54C4

Printed Name: Norman A. Barker Title: Authorized Representative

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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**ARTICLES OF INCORPORATION
OF
RAZZOFAB INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I
Name**

The name of the corporation shall be RazzoFab Inc. (the "Corporation").

**ARTICLE II
Principal Office**

The street and mailing address of the principal office of the Corporation is 2550 Goodlette Road N, Naples, Florida 34103.

**ARTICLE III
Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32031. The name of the initial registered agent of the Corporation at that office is Corporation Service Company.

**ARTICLE IV
Shares**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 100, all of which shall be common stock with a par value of \$0.01.

**ARTICLE V
Incorporator**

The name and street address of the incorporator of the Corporation is Arianne Plasencia of McDermott Will & Emery LLP, 333 S.E. 2nd Avenue, Suite 4500, Miami, Florida 33131.

**ARTICLE VI
Limitation of Director Liability**

No director of the Corporation will be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty by such director, except to the extent expressly required by Florida law. Any repeal or modification of this Article VI by the shareholders of the Corporation will be prospective only and will not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of August 23, 2023

Arianne Plasencia of McDermott Will & Emery LLP, Incorporator

2023 AUG 23 AM 8:58

Acceptance of Duties of Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. Corporation Service Company further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

Assistant Vice President

08/23/2023

Required Signature/Registered Agent

Date