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COVER LETTER

TO: New Filing Section
Division of Corporations
KR Sales Solutions, Inc.

SUBJECT: _____
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:

Kimberly Randall

Contact Person

KR Sales Solutions, Inc.

Firm/Company

12058 Granite Woods Loop

Address

Venice, FL 34292

City, State and Zip Code

krandall@krsalesolutions.com

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

For further information concerning this matter, please call:

Kimberly Randall 941 525.0744

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

SECRETARY OF STATE
TALLAHASSEE, FL

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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:
Kimberly Randall Consulting, LLC

Enter Name of the Converting Entity
limited liability company

2. The converting entity is a _____
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)
Florida

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

July 26, 2019
on _____
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**:
KR Sales Solutions, 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.

January 1, 2024

5. If not effective on the date of filing, enter the effective date: _____

(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.

Signed this 8th day of November, 2023.

Required Signature for Florida Profit Corporation:

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

Kimberly K Randall
Kimberly K Randall Founder and CEO

Printed Name: _____ Title: _____

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

Signature: Kimberly K Randall
Kimberly K Randall CEO

Printed Name: _____ Title: _____

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)

**ARTICLES OF INCORPORATION
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

ARTICLE I NAME See Attached Articles of Incorporation

The name of the corporation shall be: _____

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

ARTICLE IV SHARES

The number of shares of stock is: _____

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

ARTICLE VI REGISTERED AGENT

name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

name: _____

address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLES OF INCORPORATION
For Profit

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

Corporate Name

1. The name of the corporation is KR Sales Solutions, Inc. (the "Corporation").

Duration

2. The duration of the Corporation is perpetual.

Registered Office and Registered Agent

3. The street address of the initial registered office is 12058 Granite Woods Loop, Venice, Florida, 34292. The name of the initial Registered Agent at this Registered Office is Kimberly Randall.

Street Address of the Principal Office

4. The street address of the principal office is 12058 Granite Woods Loop, Venice, Florida, 34292. The mailing address of the principal office is the same as the street address.

Initial Directors

5. The initial board of directors will consist of 2 directors (individually the "Director" and collectively the "Board of Directors"). The names and addresses of the persons who will serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are set out below.

Name / Title	Address	City	State	Zip Code
Kimberly K. Randall. Founder and CEO	_____	Venice	Florida	34292
Michael S. Randall. Vice President of Operations	_____	Venice	Florida	34292

Authorized Capital

6. The aggregate total number of all shares that the Corporation is authorized to issue is 100.

Class A Shares

7. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 100 Class A par value shares and the par value of each of the authorized Class A shares is \$0.0000 US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

Public Sale of Shares

8. Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

Preemptive Rights

9. The Corporation elects to remove from shareholders the right to preemptively subscribe to any or all future issues of shares in the Corporation.

Amend or Repeal Bylaws

10. Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

Cumulative Voting

11. In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

Fiscal Year End

12. The fiscal year end of the Corporation is December 31st.

Indemnification of Officers, Directors, Employees and Agents

13. The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

Limitation of Liability

14. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any

expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

Effective Date of Filing

15. This document is to become effective no later than ninety (90) days from the date of filing by the secretary of state. The delayed effective date is January 1, 2024.

Consent of Appointment by Registered Agent

16. Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's

Signature:

Printed Name:

Date:

Kimberly K. Randall
Kimberly K. Randall
11/8/2023

Incorporator

17. The name and address of the incorporator of KR Sales Solutions, Inc. are set out below.

Name	Address	City	State	Zip Code
Kimberly K. Randall	12058 Granite Woods Loop	Venice	Florida	34292

Execution

18. I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 8th day of November, A.D. 2023.

BY:

Kimberly K. Randall

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 2023 NOV 13 AM 5:29
 TALLAHASSEE, FL
 STATE

Kimberly K. Randall (Incorporator)

Filer Contact Information

19. In case of filing difficulties, please contact:

Name of Filer: Kimberly K. Randall

Phone number: (941) 525-0744

Address: 12058 Granite Woods Loop, Venice, Florida, 34292

E-mail Address: krandall@krsalesolutions.com

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TALLAHASSEE, FL