

L256660001401

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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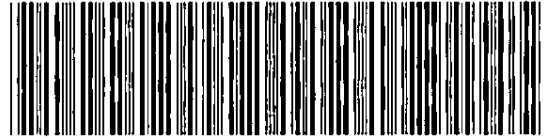
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FL 32301
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COGENCYGLOBAL.COM

Account#: 120000000088
If there are any issues
please contact Cheyanne at
850-202-1882

Date: 12/31/2024

Name: Cheyenne Davis

Reference #: 2605417

Entity Name: CARBONA LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$150.00

Signature: *Cheyenne Davis*

• CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
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F: 800.944.6607

• EUROPEAN HQ
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• ASIA PACIFIC HQ
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**ARTICLES OF CONVERSION
FOR
CONVERTING A
CONVERTED OR OTHER BUSINESS ENTITY
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

Date: December 20, 2024

THESE ARTICLES OF CONVERSION are submitted to convert a converting eligible entity (which is a California Limited Liability Company) into a converted eligible entity (which is a Florida limited liability company) in accordance with Section 605.1045 of the Florida Statutes.

1. Name, Jurisdiction, and Type of Entity of the Converting Eligible Entity. The name of the converting eligible entity immediately prior to the filing of these Articles of Conversion is Carbona LLC, a limited liability company formed under the laws of the State of California on August 9, 2019 (the "Converting Eligible Entity"). Each member of the Converting Eligible Entity has approved these Articles of Conversion.

2. Name, Jurisdiction, and Type of Entity of the Converted Eligible Entity. The name of the converted foreign eligible entity is Carbona LLC (the "Converted Eligible Entity"), a limited liability company under the laws of the State of Florida as set forth in the Articles of Organization attached hereto as Exhibit A.

3. Approval of Plan. The plan of conversion was approved in accordance with all applicable statutes.

4. Appraisal Rights. The Converted Eligible Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under 605.1006 and 605.1061 - 605.1072 of the Florida Statutes.

5. Effective Date. This conversion shall be effective when these Articles of Conversion are filed with the Florida Department of State, Division of Corporations.

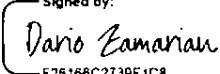
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IN WITNESS WHEREOF, the undersigned, being duly authorized, has executed these Articles of Conversion as of the date first set forth above.

CONVERTING ELIGIBLE ENTITY:

CARBONA LLC,

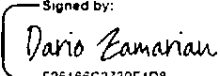
a Florida limited liability company

Signed by:

By: _____
Name: Dario Zamarian
Title: Manager

OTHER BUSINESS ENTITY:

CARBONA LLC,

a California limited liability company

Signed by:

By: _____
Name: Dario Zamarian
Title: Member

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EXHIBIT A

ARTICLES OF ORGANIZATION

(See attached)

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**ARTICLES OF ORGANIZATION
OF
CARBONA LLC**
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is Carbona LLC (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is 1032 East Brandon Boulevard, #5134, Brandon, Florida 33511.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is Virtual Post Solutions, Inc., 1032 East Brandon Boulevard, #5134, Brandon, Florida 33511. The name of the initial registered agent of the Company at that office is Alex Sanz.

**ARTICLE IV
MANAGEMENT**

The Company shall be manager-managed. The name and address of the manager of the Company is:

Dario Zamarian
1032 East Brandon Boulevard
#5134
Brandon, Florida 33511

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
as of the 20th day of December 2024.

Signed by:

Dario Zamarian

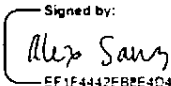
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Dario Zamarian, Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Carbona LLC at the place designed in Article III of the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 605, F.S.

By:  Signed by:

Alex Sanz
FF1F4442EBFE404

Dated: December 20, 2024