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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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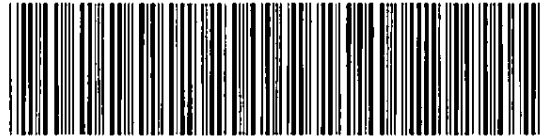
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/30/24--01027--014 **180.00

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Reventure App LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Nicholas Gerli

(Contact Person)

Reventure App LLC

(Firm/Company)

360 Central Ave, Ste 800

(Address)

St. Petersburg, FL 33701

(City, State and Zip Code)

nick@reventure.app

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Shane K. Fitzmaurice

at (615) 475 5702

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 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

Articles of Conversion
For
“Other Business Entity”
Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **“Other Business Entity”** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the “Other Business Entity” immediately prior to the filing of the Articles of Conversion is:
Reventure App LLC

(Enter Name of Other Business Entity)

2. The “Other Business Entity” is a limited liability company
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

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

on 04/06/2023
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Reventure App LLC

(Enter Name of Florida Limited Liability Company)

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

(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar 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.

5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The “Converted or Other Business Entity” has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 26th day of November 2024.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Nicholas Gerli
Printed Name: Nicholas Gerli Title: Sole Member/Authorized Person

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: Nicholas Gerli
Printed Name: Nicholas Gerli Title: Sole Member / Authorized Person

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

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.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Reventure App LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

360 Central Ave

Ste 800

St. Petersburg, FL 33701

Mailing Address:

360 Central Ave

Ste 800

St. Petersburg, FL 33701

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Nicholas Gerli

Name

360 Central Ave, Ste 800

Florida street address (P.O. Box **NOT** acceptable)

St. Petersburg

FL 33701

City

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..

Nicholas Gerli

Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Nicholas Gerli

360 Central Ave, Ste 800

St. Petersburg, FL 33701

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

Nicholas Gerli

Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Nicholas Gerli

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

Exhibit B

Certificate of Conversion

[See attached.]



Department of State
Business and Charitable Organizations
312 Rosa L. Parks Ave.
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CERTIFICATE OF CONVERSION (LLC into another Business Entity)

For Office Use Only

Pursuant to the provisions of § 48-249-704 of the Tennessee Revised Limited Liability Company Act, the undersigned Limited Liability Company submits this certificate of conversion:

1. The current name of the domestic limited liability company (hereinafter referred to as the domestic LLC) is: Reventure App LLC

If different, the name of the domestic LLC under which its articles of organization were originally filed is: _____

2. The date of filing of the original articles of organization of the domestic LLC was: 04/06/2023 (month/day/year).

3. The name of the other business entity into which the domestic LLC is to be converted is Reventure App LLC, its jurisdiction of formation is Florida, and its business type is a limited liability company.

4. All required approvals of the conversion have been obtained by the domestic limited liability company.

5. If the conversion is not to be effective upon the filing of the certificate of conversion, then the future effective date or time of the conversion is:

Date: _____, Time: _____

6. The following box must be checked and the mailing address provided if the domestic LLC is converting to a foreign entity:

☒ The foreign entity agrees that it may be served with process in this State in any proceeding for the enforcement of any obligation of the domestic LLC arising prior to the date of the conversion, irrevocably appointing the Secretary of State as its agent to accept service of process in any such proceeding. The address (including zip code) to which a copy of such process shall be mailed to it by the Secretary of State is:

360 Central Ave, Ste 800, St. Petersburg, FL 33701

12/2/2024

Signature date

Nicholas Gerli

Signature

Sole Member

Signer's capacity

Nicholas Gerli

Name (typed or printed)