



State of Rhode Island

Department of State - Business Services Division

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R.I. DEPT. OF STATE  
BUS. SVCS. DIV.

**Application for Certificate of Conversion to a  
Non-Rhode Island Entity**

DOMESTIC Business Corporation, Limited Partnership or  
Limited Liability Company

2023 JUN -6 A 9:09

- Filing Fee: \$50.00 (business corporations, limited partnerships, and  
limited liability companies)  
→ Filing Fee: \$25.00 (non-profit corporations)

Pursuant to the applicable provisions of RIGL 7-1.2-1008(c), 7-6-48.3, 7-13-8.2 (d) and 7-16-5.2(e), the undersigned submits the following Certificate of Conversion for the purpose of converting to a Non-Rhode Island entity:

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| 1. Entity ID Number:<br><b>001698108</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 2. The full name of the converting entity is:<br><b>SARNIA CONSULTANTS, LLC</b> |
| 3. It is formed under the state of:<br><b>RHODE ISLAND</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 4. The date of formation is:<br><b>JULY 16, 2019</b>                            |
| 5. The jurisdiction to which the entity is converting:<br><b>FLORIDA</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                 |
| 6. The structure of the converted entity will be: <b>CHECK ONE BOX ONLY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                 |
| <input type="checkbox"/> Business Corporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <input checked="" type="checkbox"/> Limited Liability Company                   |
| <input type="checkbox"/> Non-Profit Corporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Sole Proprietorship                                    |
| <input type="checkbox"/> Partnership (General, Limited or Limited Liability)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Other Entity                                           |
| 7. The name of the entity following the conversion is:<br><b>SARNIA CONSULTANTS, LLC</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                 |
| 8. This conversion has been approved in the manner provided for in RIGL <u>7-1.2-1008</u> , <u>7-6-48.3</u> , <u>7-13-8.2</u> , and <u>7-16-5.2</u> .                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                 |
| 9. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as its agent to accept such service of process. |                                                                                 |
| 10. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:<br><b>771 JEFFERY STREET, APT. 202, BOCA RATON, FL 33487</b>                                                                                                                                                                                                                                                                                                                                                                           |                                                                                 |

**MAIL TO:**

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

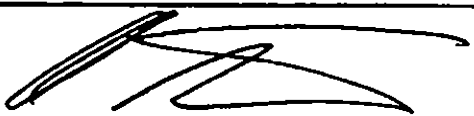
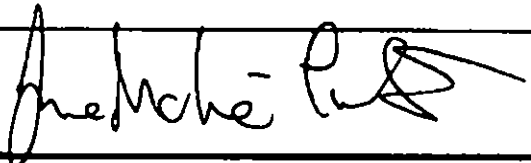
Website: [www.sos.ri.gov](http://www.sos.ri.gov)

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------|
| <b>11. Date when this Certificate of Conversion will be effective: CHECK ONE BOX ONLY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                 |
| <input checked="checked" type="checkbox"/> <b>Date received (Upon filing)</b><br><input type="checkbox"/> <b>Later effective date</b> _____                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                 |
| <b>12. Fees and taxes paid:</b><br>The corporation or limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309 and RIGL § 7-16-8, the corporation or limited liability company has paid all fees and taxes. Note: Tax status can be verified by emailing <a href="mailto:tax.collections@tax.ri.gov">tax.collections@tax.ri.gov</a> . If the entity is a limited partnership, the original Letter of Good Standing issued by the RI Division of Taxation is attached hereto. |  |                                                 |
| <i>Under penalty of perjury, we declare and affirm that we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.</i>                                                                                                                                                                                                                                                                                                                  |  |                                                 |
| <b>Type or Print Name of Converting Entity</b><br><br>SARNIA CONSULTANTS, LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                 |
| <b>Type or Print Name of Person Signing</b><br><br>GILES LOUVET                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  | <b>Title of Person Signing</b><br><br>MEMBER    |
| <b>Signature</b><br>                                                                                                                                                                                                                                                                                                                                                                                                                                |  | <b>Date</b><br>06/05/2023                       |
| <b>Type or Print Name of Person Signing</b><br><br>JANE McCUE-LOUVET                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | <b>Title of Person of Signing</b><br><br>MEMBER |
| <b>Signature</b><br>                                                                                                                                                                                                                                                                                                                                                                                                                              |  | <b>Date</b><br>06/05/2023                       |

## **PLAN OF CONVERSION**

April 13<sup>th</sup>, 2023, by and between the Members of SARNIA CONSULTANTS, LLC, a Rhode Island limited liability company, which is converting to SARNIA CONSULTANTS, LLC, a Florida limited liability company (collectively referred to herein as the "Company"), pursuant to Section 7-16-5.2 of the Rhode Island Limited Liability Company Act (the "RI Act"), and in compliance with Section 605.1045 of the Florida Revised Limited Liability Company Act (the "FL Act").

## **BACKGROUND**

**WHEREAS**, the Company was formed pursuant to the RI Act on July 16, 2019;

**WHEREAS**, the sole Members of the Company are GILES LOUVET and JANE McCUE-LOUVET (collectively referred to herein as the "Members");

**WHEREAS**, the Company remains in good standing with the State of Rhode Island;

**WHEREAS**, pursuant to Section 7-16-5.2 of the RI Act, the Members of the Company now desire to convert the Company to a Florida limited liability company;

**WHEREAS**, pursuant Section 605.1045 of the FL Act, upon the acceptance of this **Plan of Conversion** by the Members of the Company and the filing of Articles of Conversion with the Florida Secretary of State, the Company will be effectively converted to a Florida Limited Liability Company; and

**NOW, THEREFORE**, the Members hereby agree to the following Plan of Conversion:

1. **Rhode Island Entity.** The Company was initially formed in the State of Rhode Island on July 16, 2019, with its Principal Office located at 1 Lisa Marie Circle, Warwick, RI 02886. The Company's Registered Agent in Rhode Island is Christopher Murphy, Esq., with its registered office located at 4060 Post Road, Warwick, RI 02886.

2. **Company's Operating Agreement.** The Members hereby agree that the Company's operating agreement is silent as to the manner of conversion; therefore, pursuant to Section 7-16-5.2(b) of the RI Act, the Company's conversion shall be authorized by the approval of the Members.

3. **Manner of Conversion.** Upon the filing of the Articles of Conversion with the State of Rhode Island, and the subsequent filing of the Articles of Conversion and Articles of

Organization with the State of Florida, all membership units of the Company, without any further action of the Members, shall be converted to Florida limited liability company membership units.

4. **Effective Date.** This conversion shall become effective upon the filing of the Articles of Conversion and Articles of Organization with the State of Florida.

5. **Employer Identification Number.** The Employer Identification Number ("EIN") for the Company is 84-2549124. Pursuant to Section 7-16-5.2(c) of the RI Act, "[w]hen a limited-liability company has converted to another entity or business form pursuant to this section, for all purposes of the laws of the state of Rhode Island, the other entity or business form shall be deemed to be the same entity as the converting limited-liability company and conversion shall constitute a continuation of the existence of the limited-liability company in the form of such other entity or business form." Accordingly, upon the conversion of the Company to a Florida limited liability company as of the Effective Date, the Company shall continue operating under the same EIN.

6. **Cessation of Existence as Rhode Island LLC.** Pursuant to Section 7-16-5.2(f) of the RI Act, upon filing of all documents and paying of all fees, the Company shall cease to exist as a Rhode Island limited liability company.

7. **Members.** Upon the conversion of the Company to a Florida limited liability company, GILES LOUVET and JANE McCUE-LOUVET shall remain the sole Members of the Company. As of the Effective Date, any holder of a certificate representing membership units of the Rhode Island limited liability company shall surrender said certificates and said certificates shall be replaced by certificates representing the Florida limited liability company membership units.

8. **Manager.** The Members hereby agree that, upon the conversion of the Company to a Florida limited liability company, the Company shall be organized in the State of Florida as a manager-managed limited liability company. GILES LOUVET and JANE McCUE-LOUVET shall serve as the Managers of the Florida limited liability company.

9. **Florida Registered Agent.** As of the Effective Date, the registered agent and registered office of the Florida limited liability company shall be as follows:

SETH E. ELLIS, ESQ.  
4755 Technology Way, Suite 205  
Boca Raton, Florida 33431

10. **Principal Office of the Florida limited liability company.** The principal office of the Florida limited liability company shall be 771 Jeffrey Street, Apt. 202, Boca Raton, Florida 33487.

11. **Transfer of Assets and Liabilities.** The assets and liabilities of the Rhode Island limited liability company shall be transferred to the Florida limited liability company, pursuant to Sections 7-16-5.2(g) and (h) of the RI Act. Notwithstanding the immediately preceding sentence, the Members hereby agree to transfer assets and liabilities to the Florida limited liability company as follows:

a. The Members hereby agree, to the extent permitted by law, from time to time, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as necessary or desirable in order to confirm title to and possession of all property, real and personal, held by the Company, acquired or to be acquired by reason of or as a result of the conversion herein provided for, and otherwise to carry out the intent and purposes hereof. For the avoidance of doubt, all property currently vested in the Company shall remain Company property without further action by the Members. The Members shall take any action necessary to ensure that title to all property remains held by the Members.

b. All assets and interests of any kind whatsoever of the Rhode Island limited liability company, including all debts due on any and all accounts, shall in effect become the property of the Florida limited liability company, and the title of any and all property shall be vested in the Florida limited liability company and shall not revert or be in any way impaired by reason of the conversion. All rights of creditors and all liens upon the property of the Rhode Island limited liability company shall be preserved unimpaired, and all debts, liabilities and duties of the Rhode Island limited liability company shall thenceforth attach to the Florida limited liability company and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

c. The Rhode Island limited liability company has agreed to pay to any Members with appraisal rights the amount to which the Members are entitled under Sections 605.1006 and 605.1061-1072 of the FL Act.

12. **Abandonment of Conversion.** This Plan of Conversion may be abandoned by unanimous action of the Members.

13. **Counterparts.** This Plan of Conversion may be executed in simultaneously or otherwise in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

14. **Authorized Representative.** RICHARD C. VAUGHAN, ESQ. of Ellis Law Group, P.L. is hereby appointed power of attorney to communicate on our behalf with either the Rhode Island or Florida Departments of State, and to execute any and all documents necessary to effectuate the conversion of the Company pursuant to this **Plan of Conversion**.

**[THE REMAINDER OF THE PAGE IS INTENTIONALLY LEFT BLANK]**

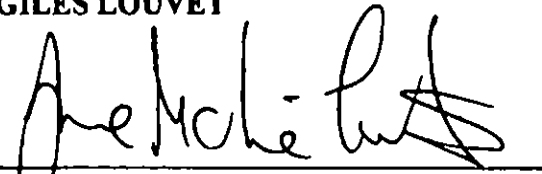
**IN WITNESS WHEREOF**, the Members of the Company hereby unanimously cause this **Plan of Conversion** to be executed as of the date affixed hereto.

**MEMBERS:**



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**GILES LOUVET**



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**JANE McCUE-LOUVET**