

**STATE OF GEORGIA**  
**Secretary of State**  
**Corporations Division**  
**313 West Tower**  
**2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

**CERTIFICATE OF CONVERSION**

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **05/08/2021** converting

**ZAROSE INC**  
a Domestic Profit Corporation  
to  
**ZAROSE LLC**  
a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **05/27/2021**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State

ARTICLES OF ORGANIZATION  
OF  
ZAROSE LLC  
A GEORGIA LIMITED LIABILITY COMPANY

Pursuant to Official Code of Georgia Annotated 14-11-203 et seq. (or the corresponding section of any future law of this State), the undersigned Georgia Limited Liability Company submits the following Articles of Organization.

ARTICLE 1

NAME

The exact name of the company is ZAROSE LLC.

ARTICLE 2

COMPANY ADDRESS

The street and mailing address of the company is 335 W PONCE DE LEON AVE, STE 412, DECATUR, GA 30030.

ARTICLE 3

PURPOSE

The Company is organized for the purpose of transacting any and all lawful business for which companies may be formed under state law. The company's principal business activity is the following: Pursue business and investment opportunities.

ARTICLE 4

REGISTERED AGENT

The registered agent is Fareed Ajani, an individual.

ARTICLE 5

DURATION

The Company will exist for a perpetual duration.

ARTICLE 6

MANAGEMENT

The management of the company is vested in a Manager or Manager's. Gulzar Ajani, is the Manager of the Company, is located at 335 W Ponce de Leon Ave, Ste 412, Decatur, GA 30030.

ARTICLE 7

ADDITIONAL PROVISION

The Articles of Organization shall be effective upon filing with the Secretary of State.

The undersigned Organizer of ZAROSE LLC executed these Articles of Organization as of the date set forth below:

Organizer Signature:

A handwritten signature in black ink, appearing to read "Gulzar Ajani", written over a horizontal line.

Organizer Name:

Gulzar Ajani

Date:

April 6, 2021



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

TRANSMITTAL INFORMATION FORM
GEORGIA LIMITED LIABILITY COMPANY

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: \_\_\_\_\_

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. LLC Name Reservation Number (If one has been obtained; if articles are being filed without prior reservation, leave this line blank.)

LLC Name (List exactly as it appears in articles.)

2. Name\* of Person Filing Articles of Organization (Certificate will be emailed to this person at address listed below.)

Address City State Zip Code

Filer's Email Address Telephone Number

3. Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box.)

City State Zip Code

4. Name\* of Registered Agent in Georgia

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

City County GA State Zip Code

Registered Agent's Email Address

5. Name\* and Address of Each Organizer (Attach additional sheets if necessary.)

Organizer Address City State Zip Code

Organizer Address City State Zip Code

6. Mail the following items to the Secretary of State at the above address:

- 1) This Transmittal Information Form;
2) The Articles of Organization; and
3) Filing fee of \$110.00 (\$100 filing fee + \$10 paper filing service charge) payable to Secretary of State. Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Signature of Authorized Person

Date

Print Name\*

\* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.

## CERTIFICATE OF CONVERSION

The name of the Business is: ZAROSE INC

The Corporation ZAROSE INC is being converted to a Limited Liability Company called ZAROSE LLC.

The jurisdiction under which the company was formed is the State of Georgia.

The Corporation is electing to become an LLC with the name of: ZAROSE LLC

The conversion will be effective upon filing.

The Articles of Organization of ZAROSE LLC, in a form that complies with relevant laws, have been provided with Certificate of Conversion.

Conversion in compliance with OCGA 14-11-212(6)(B) per below.

A written operating agreement has been entered into among the persons who will be the members of the limited liability company formed pursuant to such election, (ii) that such operating agreement will be effective immediately upon the effectiveness of such election, and (iii) that such operating agreement provides for the manner and basis of such conversion or cancellation.

The Conversion has been approved as required by the authorized shareholders of the Company.

Upon the election becoming effective:

(1) The electing entity shall become a limited liability company formed under this chapter by such election except that the existence of the limited liability company so formed shall be deemed to have commenced on the date the entity making the election commenced its existence in the jurisdiction in which such entity was first created, formed, incorporated, or otherwise came into being;

(2) The ownership interests in the entity making the election shall be converted or canceled on the basis stated or referred to in the certificate of conversion in accordance with paragraph (6) of subsection (b) of this Code section;

(3) The articles of organization filed with the certificate of conversion shall be the articles of organization of the limited liability company formed pursuant to such election unless and until amended in accordance with this chapter;

(4) The governing documents of the entity making the election shall be of no further force or effect;

(5) The limited liability company formed by such election shall thereupon and thereafter possess all of the rights, privileges, immunities, franchises, and powers of the entity making the election; all property, real, personal, and mixed, all contract rights, and all debts due to such entity, as well as all other choses in action, and each and every other interest of or belonging to or due to the entity making the election shall be taken and deemed to be vested in the limited liability company formed by such election without further act or deed; and the title to any real estate, or any interest therein, vested in the entity making

the election shall not revert or be in any way impaired by reason of such election; and none of such items shall be deemed to have been conveyed, transferred, or assigned by reason of such election for any purpose; and

(6) The limited liability company formed by such election shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of the entity making the election, and any claim existing or action or proceeding pending by or against such entity may be prosecuted as if such election had not become effective. Neither the rights of creditors nor any liens upon the property of the entity making such election shall be impaired by such election.

A conversion pursuant to this Code section shall not be deemed to constitute a dissolution of the entity making the election and shall constitute a continuation of the existence of the entity making the election in the form of a limited liability company. A limited liability company formed by an election pursuant to this Code section shall for all purposes be deemed to be the same entity as the entity making such election.

A limited liability company formed by an election pursuant to this Code section may file a copy of such certificate of conversion, certified by the Secretary of State, in the office of the clerk of the superior court of the county where any real property owned by such limited liability company is located and record such certified copy of the certificate of conversion in the books kept by such clerk for recordation of deeds in such county with the entity electing to become a limited liability company indexed as the grantor and the limited liability company indexed as the grantee. No real estate transfer tax under Code Section 48-6-1 shall be due with respect to recordation of such election.



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GULZAR AJANI, CEO

05/18/2021



Secretary of State

**OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION**

2 Martin Luther King Jr. Dr. SE  
Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2817  
sos.ga.gov

\*Electronically Filed\*  
Secretary of State  
Filing Date: 4/2/2021 11:50:12 PM

**TRANSMITTAL INFORMATION FORM  
BUSINESS CONVERSION**

1. **20759514**

Filing Number

2. **Gulzar Ajani**

Name of Person Filing Business Conversion

**335 W PONCE DE LEON AVE , STE 412**

Address

**DECATUR**

City

**GA**

State

**30030**

Zip Code

3. Submitted with this filing is a filing fee of \$95.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

**Gulzar Ajani**

Signature of Authorized Person