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DIVISION OF CORPORATION

G. MCLEOD

SEP 25 2008

EXAMINER

GP08-4479
W08-34054

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lerman Weissman Land Trust, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate 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. 608.439, F.S.

Please return all correspondence concerning this matter to:

Steven H. Kane, Esquire

(Contact Person)

Kane and Koltun

(Firm/Company)

557 N. Wymore Road, Suite 100

(Address)

Maitland, Florida 32751

(City, State and Zip Code)

For further information concerning this matter, please call:

Denise Amore

(Name of Contact Person)

at (407) 661-1177

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status |
|--|---|---|--|

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATION

08 SEP 23 PM 12: 51

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439 of the Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: LERMAN WEISSMAN LAND TRUST.
2. The "Other Business Entity" is a Joint Venture, first organized, formed or incorporated under the laws of the State of Florida by an Agreement dated the 1st day of April, 1990.
3. The jurisdiction of the "Other Business Entity" was not changed and it has always operated under the laws of the State of Florida.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is LERMAN WEISSMAN LAND TRUST, LLC.
5. The LERMAN WEISSMAN LAND TRUST, LLC will be effective on the date of filing.

Signed this 1 day of January, 2008.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature(s) on behalf of Other Business Entity:


Signature of Authorized Person

JOSE LERMAN
Printed Name of Authorized Person

Trustee
Title of Authorized Person

**ARTICLES OF ORGANIZATION
OF
LERMAN WEISSMAN LAND TRUST, LLC**

The undersigned member, acting pursuant to Chapter 608, *Florida Statutes*, hereby forms a limited liability company in accordance with the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF THE LIMITED LIABILITY COMPANY

The name of the Limited Liability Company is LERMAN WEISSMAN LAND TRUST, LLC.

ARTICLE II - PERIOD OF DURATION; EFFECTIVE DATE

The Limited Liability Company shall exist perpetually, commencing at the date and time of filing of these Articles of Organization, as evidenced by the Florida Department of State's date and time endorsement.

**ARTICLE III - MAILING ADDRESS AND STREET ADDRESS OF
THE PRINCIPAL OFFICE OF THE LIMITED LIABILITY COMPANY**

The mailing address of the Limited Liability Company is 48 E. Flagler Street, PH 101, Miami, Florida 33131-1038, and the street address of the principal office of the Limited Liability Company is 48 E. Flagler Street, PH 101, Miami, Florida 33131-1038.

**ARTICLE IV - NAME AND STREET ADDRESS OF
INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Limited Liability Company is Jorge Lerman. The street address of the initial registered agent is 48 E. Flagler Street, PH 101, Miami, Florida 33131-1038.

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 608, *Florida Statutes*.


Jorge Lerman

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE VI - PURPOSE

The Limited Liability Company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under Chapter 608 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 1 day of January, 2008.

By: 
Jorge Lerman, Manager Member