

L21000090742

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Conversion

FILED
2024 APR 16 AM 10:50
TALLAHASSEE, FLORIDA

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2024 APR 16 PM 3:34
TALLAHASSEE, FLORIDA

A. RAMSEY
APR 17 2024



**CAPITOL
SERVICES**

Filing Cover Sheet

To: Florida Division of Corporations

From: Ronnie Campbell C/O Capitol Services, Inc.

Date: 4/16/2024

Trans#: 1456512

Entity Name: SB PALM BREEZE, LLC ?

Articles Incorporation ()

Articles of Dissolution ()

Conversion (xxx) (FILE FIRST)

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Articles of Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger ()

Withdrawal / Cancellation ()

STATE FEES PREPAID WITH CHECK #3855 FOR \$55.00

PLEASE RETURN:

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Certificate of Fact ()



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**ARTICLES OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
"CONVERTED ENTITY"**

FILED
2024 APR 16 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Conversion are submitted to convert the following Florida Limited Liability Company into a "Converted Entity" in accordance with Section 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Converted Entity" is: **SB Palm Breeze LLC**, Florida document number L21000090742.

2. The name of the "Converted Entity" is: **SB Palm Breeze LLC**, an entity organized under the laws of the State of Delaware.

3. The "Converted Entity" is a limited liability company organized under the laws of the State of Delaware. A copy of the "Converted Entity's" formation document is attached hereto as Exhibit A.

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, Florida Statutes.

5. This conversion shall be effective in Florida on: **The date of filing of these Articles.**


6. The "Converted Entity" is an out-of-state entity that is not currently registered to transact business in Florida, accordingly the "Converted Entity" lists the following mailing address and e-mail address to which a party seeking to effectuate service of process may send any process served on the Secretary of State pursuant to 605.0117 and Chapter 48.

Mailing address: **301 East Ocean Avenue, Suite 3, Lantana, Florida 33462**

e-mail address: **Jav@bailvngroup.com**

7. The "Converted Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

The individual signing below affirms that the facts stated in this document are true. Signed this 16th day of April, 2024



Kent Koch, Authorized Representative

EXHIBIT A

Certificate of Formation

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SB PALM BREEZE LLC" FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2024, AT 3:12 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3445209 8100F
SR# 20241431486

Authentication: 203245894
Date: 04-12-24


You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is SB Palm Breeze LLC

2. The Registered Office of the limited liability company in the State of Delaware is located at 301 N. Market Street, Suite 1410 (street), in the City of Wilmington, Zip Code 19801. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Delaware Incorporators & Registration Service, LLC

By: 
Authorized Person

Name: Jay Bailyn
Print or Type