

# L000000010546

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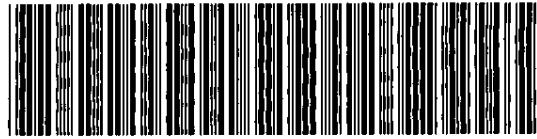
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FACSIMILE TRANSMITTAL COVER SHEET

DATE: September 22, 2011

TO: ATTN: BRENDA, Florida Dept. of State

FACSIMILE NO.: 850-245-6030

FROM: Jean Halowi, Paralegal  
jean.halowi@brinkleymorgan.com

RE: GLANZ REAL ESTATE HOLDINGS, LLC  
DOCUMENT NO. L00000010546

RECEIVED  
11 SEP 22 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO OUR PHONE  
CONVERSATION, PLEASE SEE ITEM A. ON  
PAGE 4 OF THE ATTACHED ORDER  
WHICH DECLARES THE CONVERSION OF  
THIS LLC TO A DELAWARE LLC AS NULL  
AND VOID. PLEASE LET US KNOW WHAT  
YOU WILL NEED IN ORDER TO CORRECT  
THE STATE'S RECORDS. THANK YOU FOR  
YOUR ASSISTANCE.

NO. OF PAGES (including cover page): 6

***IF THERE ARE ANY PROBLEMS WITH THE RECEIPT OF THIS TRANSMITTAL,  
PLEASE CALL US AT (954) 522-2200 AS SOON AS POSSIBLE.***

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IN THE CIRCUIT COURT OF THE 15TH  
JUDICIAL CIRCUIT IN AND FOR PALM  
BEACH COUNTY, FLORIDA

IN RE: THE FORMER MARRIAGE OF

CASE NO502009DR014779XXXXSBFY

STEVEN M. GLANZ,  
Petitioner/Former-Husband,  
and

JUDGE: CHARLES E. BURTON

FAMILY DIVISION

CATHERINE L. GLANZ,  
Respondent/Former-Wife.

**ORDER ON RESPONDENT'S MOTION TO VOID TRANSFER, CONVEYANCE,  
AND/OR CONVERSION, AND TO APPOINT A RECEIVER**

THIS CAUSE having come before this Court upon the Respondent's Motion to Void Transfer, Conveyance, and/or Conversion, and to Appoint Receiver, and the Court having heard the arguments of counsel and stipulations of facts, and the Court having reviewed prior relevant portions of the file and being otherwise advised in the premises, the Court finds that:

1. On November 3, 2010, the Court entered a Final Judgment against STEVEN M. GLANZ and in favor of CATHERINE TOMASELLO-GLANZ in the amount of \$406,320.42. A certified copy of the Final Judgment and recorded in O.R. Book 24323, Pages 1558-78, of the Public Records of Palm Beach County.

2. Subsequent to the entry of the Final Judgment, and effective on December 23, 2011, merely eight (8) days after CATHERINE TOMASELLO-GLANZ served her Renewed Motion for Entry of an Order Authorizing her to File a Notice of Lis Pendens against the Office Condominium owned by Glanz Real Estate Holdings, LLC, a Florida limited liability company, which was wholly owned by STEVEN M. GLANZ, STEVEN M. GLANZ converted Glanz Real Estate Holdings, LLC, a Florida limited liability company, to Glanz Real Estate Holdings LLC, a Delaware limited liability company.

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3. On March 3, 2011, this Court entered an Order on Former Wife's Motion to Enforce, for Contempt and Sanctions and Former Wife's Verified Motion for Indirect Criminal Contempt, for Issuance of Order to Show Cause and other Relief, which made the following relevant findings:

Former Husband ...transferred Glanz Real Estate Holdings, LLC, a Florida limited liability company to Glanz Real Estate Holdings, a Delaware limited liability company on December 23, 2010, 50 days after the entry of the final judgment of dissolution of marriage. The former held the Former Husband's office condominium as the property and Dr. Glanz was the only member of the LLC. The new Delaware LLC holds the same property except that Dr. Glanz and a irrevocable trust for the benefit of the minor child are the only members of the LLC.

4. On March 28, 2011, this Court entered an Order Denying Motion as "Emergency Motion," which made the following additional findings:

Further, the evidence established that after the final judgment was entered, the Former Husband transferred title in his medical office building, also in an effort to avoid satisfying judgment.

5. STEVEN M. GLANZ, in testimony at the hearing held March 3, 2011, pages 160-165, admits that he undertook to convert his Florida LLC to a Delaware LLC to overcome the holding in *Olmstead v. Federal Trade Commission* 44 So.3d 76 (2010) in order "to protect that property from -- if I got a malpractice judgment, a slip and fall, things like that" ...with a little more protection that (sic) was previously afforded by the LLC statutes in the State of Florida."

6. STEVEN M. GLANZ's counsel at the hearing on this Motion quoted to the Court the Delaware law that a creditor of the sole owner of a single member LLC cannot force the sale of the membership units but may only obtain a charging order against the sole member's units and that is why people go to Delaware. Transcript pp 44/21-45/13.

7. As set forth in the Order holding STEVEN M. GLANZ in Contempt, he not paid any portion of the Final Judgment. Thereafter, he paid \$50,000 to purge a finding that he was in

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CASE NO. 562009DR014776XXXXSBFY  
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contempt and that only occurred after he was placed in jail for failing to timely purge. It was stipulated in open court that the judgment remains unsatisfied. Transcript pp 64/8-13.

8. STEVEN M. GLANZ's conversion of Glanz Real Estate Holdings, LLC, a Florida limited liability company, subject to levy of execution under *Olmstead v. F.T.C.*, 44 So. 3d 76 (Fla. 2010), to Glanz Real Estate Holdings, LLC, a Delaware limited liability company, was made or contrived by STEVEN M. GLANZ to delay, hinder, or defraud CATHERINE TOMASELLO-GLANZ, a judgment creditor.

9. Glanz Real Estate Holdings, LLC, a Delaware limited liability company was made a party to this proceeding by means of an Agreed Order On Respondent's Motion For Proceedings Supplementary entered on April 21, 2011 and said Order was served on it on May 13, 2011.

10. It was stipulated in open Court that Steve M. Glanz is the Managing Member of Glanz Real Estate Holdings, LLC, a Delaware limited liability company. Further, it was stipulated that Steve M. Glanz individually, knows everything about the Motion to Void Transfer, Conveyance, and/or Conversion, and to Appoint Receiver. Transcript pp 8/15-18; 70/19-22.

11. It was stipulated in open Court that the office condominium owned by Glanz Real Estate Holdings, LLC, a Delaware limited liability company and which was owned by Glanz Real Estate Holdings, LLC, a Florida limited liability company as of the time of the conversion is not leased at this time and therefore the entity has no revenue and that when it was leased, it generated Four thousand to five thousand dollars a month in positive cash flow. Transcript pp 66/2-8.

12. The distributions which would be subject to a charging order on Steve M. Glanz' membership interest in Glanz Real Estate Holdings, LLC would not pay the judgment debt to Respondent in a reasonable period of time.

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It is hereupon

**ORDERED AND ADJUDGED** as follows.

A. Respondent's Motion to Void Transfer, Conveyance, and/or Conversion, and to Appoint Receiver is **GRANTED**. The Certificate of Conversion for Limited Liability Company into "Other Business Entity" filed on December 29, 2010 with the Florida Department of State, document number L00000010546, is declared null and void and of no force and effect. Glanz Real Estate Holdings, LLC, a Florida Limited Liability Company is deemed to have been in continuous existence as though the above referenced Certificate of Conversion had not been filed.

**ATTORNEY** **LAWRENCE MILLER, 2300 GLADES ROAD, BOCA RATON, FL.**  
B. \_\_\_\_\_ is appointed as Receiver for Glanz Real Estate Holdings,

LLC, a Florida limited liability company, and hereby directed to issue a membership certificate for all of the membership units in Glanz Real Estate Holdings, LLC, a Florida limited liability company to Steven M. Glanz; and to deliver the membership certificate over to the Sheriff of Palm Beach County for a sale to be held within 45 days of this Order. On or before the date of the first publication or posting of the notice of sale, a copy of the notice of sale shall be furnished by the sheriff by certified mail to the attorney of record of the judgment debtor, or to the judgment debtor at the judgment debtor's last known address if the judgment debtor does not have an attorney of record. The Sheriff shall notice the sale for four consecutive weeks in the Palm Beach Daily Business Review and shall include in the notice the time, date, and location of the sale. The Sheriff shall conduct the sale and should accept the highest bid and issue a Bill of Sale pursuant to Fla. Stat. §56.25. The Receiver shall thereafter issue a new membership certificate to the high bidder and turn over control of the Glanz Real Estate Holdings, LLC, a Florida limited liability company to the high bidder.

C. The Court reserves jurisdiction to determine entitlement and amount of fees and costs

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from Steven M. Glanz for the proceedings supplementary, including the Motion being granted by this Order.

D. Respondent is entitled to a credit bid up to the amount remaining owed to her pursuant to the final judgment, \$356,000 plus interest, and fees and costs to be determined by this Court.

E. The proceeds from the sale of the membership units shall be applied first to the satisfaction of the amount due to Respondent from Steven M. Glanz and, if there are any further proceeds, then the balance will be paid over to Steven M. Glanz.

**DONE AND ORDERED**, in Chambers, at Delray Beach, Palm Beach County, Florida, on this 30<sup>th</sup> day of June, 2011.

**Barry Stone**  
**Senior Judge**

\_\_\_\_\_  
Circuit Court Judge Barry Stone

cc: Kenneth A. Gordon, Esq., and Harris Solomon, 200 E. Las Olas Blvd., 19<sup>th</sup> Floor, Ft. Lauderdale, FL 33301  
John Christiansen, Esq. 1555 Palm Beach Lakes Blvd., West Palm Beach, FL 33402  
Gary M. Dunkel, Esq., 777 South Flagler Dr., Suite 300 East, West Palm Beach, FL, 33401