

LO10000201682

Esther S. Hellwig
Requester's Name

Katz, Barron, Squitiero & Faust, P.A.
Address

2699 South Bayshore Dr.,
City/State/Zip

Phone #

Miami, FL 33133-5408

02876

7th fl

100004694421--0

-11/27/01--01018--009

***635.00 ***158.75

155.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. LLC Conversion
(Corporation Name)

(Document #)

CUS

2. _____
(Corporation Name)

(Document #)

3. _____
(Corporation Name)

(Document #)

4. _____
(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

01 NOV 26 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED

01 NOV 26 AM 10:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE of CONVERSION
of unincorporated business into
BENGO PROPERTIES, LLC,
a Florida limited liability company**

HILDA BENGOCHEA and DELIA ONTIVERO, being all of the owners of the unincorporated business, a general partnership more particularly described herein, hereby make, acknowledge, and file this Certificate of Conversion (the "Certificate") and the attached Articles of Organization, converting their general partnership into a limited liability company, in accordance with and pursuant to Section 608.439, Florida Statutes, and state as follows:

1. **Business.** The sole purpose of the business is the ownership and operation of the real property located at 2363 SW 4th Avenue, Miami, Florida, and more particularly described as:

Lot 17, Block 48, of BRICKELL HAMMOCK UNIT NO. 1, according to the Plat thereof, as recorded in Plat Book 5, Page 113, of the Public Records of Dade County, Florida.

2. **Date and Jurisdiction.** The unincorporated business, a general partnership, began on December 11, 1997, in Miami, Florida.

3. **Name of general partnership.** The name of the unincorporated business immediately prior to the filing of this Certificate of Conversion is 2363 SW 4th Avenue.

4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is BENGO PROPERTIES, LLC.

This instrument prepared by:
Ana Cela Harris, Esq.
Florida Bar No: 705403
Katz, Barron, Squitero & Faust, P.A.
2699 S. Bayshore Drive, 7th Floor
Miami, FL 33133
305-856-2444

5. **Effective Date.** The Conversion of the unincorporated business to the limited liability company will become effective upon the filing of this Certificate with the Department of State.

6. **Approval of Conversion.** The Conversion was approved by all of the partners of the general partnership. No other consents were required. The articles of organization and operating agreement of BENGGO PROPERTIES, LLC, were approved by all of the members and partners.

7. **Effect of Conversion.** The Conversion shall not affect any obligations of the partners/owners relating to the general partnership incurred prior to the conversion. Further, upon the effective date of the Conversion, all property of the general partnership comprising the business, including the property located at 2363 SW 4th Avenue, Miami, Florida, shall be vested in BENGGO PROPERTIES, LLC and shall thereafter be the property of BENGGO PROPERTIES, LLC.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signature and swear to the foregoing as of the 19th day of November, 2001, in accordance with Florida Statutes, Section 608.439.

Hilda Bengochea.
Hilda Bengochea, Partner/Member


Delia Ontivero.
Delia Ontivero, Partner/Member

[NOTARY PAGE FOLLOWS]

The foregoing instrument was executed in my presence by HILDA BENGOCHEA who is personally known to me or who produced a _____ as identification, this 19th day of November, 2001.



Esther S Hellwig
My Commission CC807922
Expires March 22 2003




Notary Public, State of Florida at Large

The foregoing instrument was executed in my presence by DELIA ONTIVERO, who is personally known to me or who produced a _____ as identification, this 19th day of November, 2001.



Esther S Hellwig
My Commission CC807922
Expires March 22 2003



Notary Public, State of Florida at Large

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ARTICLES OF ORGANIZATION
OF
BENGO PROPERTIES, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I
NAME

The name of the limited liability company is BENGO PROPERTIES, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the limited liability company is 366 SW 22nd Road, Miami, Florida 33129.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 2699 South Bayshore Drive, Seventh Floor, Miami, Florida 33133, and the name of the registered agent of this Company at that address is CORPCO, INC.

ARTICLE IV
DURATION AND EFFECTIVE DATE

The period of this Company's duration shall be perpetual.

ARTICLE V
PURPOSE

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented.

This instrument prepared by:
Ana C. Harris, Esq.
KATZ, BARRON, SQUITERO & FAUST, P.A.
2699 S. Bayshore Drive, 7th Floor
Miami, Florida 33133
Tel: (305) 856-2444
Fax: (305) 285-9227

ARTICLE VI
MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed. The Company shall initially have two (2) Managers. The Managers shall hold the office and have the responsibility accorded to them by the members and set out in the operating agreement. The name and address of the initial Managers, who are to serve until the first annual meeting of Members or until their successor is elected and qualified, are:

Delia Ontivero
366 SW 22nd Road
Miami, FL 33129

Hilda Bengochea
354 SW 22nd Road
Miami, FL 33129

IN WITNESS WHEREOF, the undersigned member has hereunto set her hand and seal
this 19th day of November, 2001.



Hilda Bengochea, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be
signed on this 19th day of November, 2001.

CORPCO, INC.


Ana C. Harris, Vice President