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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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- ☐ 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**

Document Examiner

- ☐ Annual Report  
☐ Fictitious Name

Updater Verifier DCC

Not Acknowledgement DCC

Not P. Verifier DCC

CR2E031(7/97)

**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

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02 MAY -2 PM 6:19

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE of CONVERSION  
of unincorporated business into  
325 HIL-DEL PROPERTY MANAGEMENT, LLC,  
a Florida limited liability company**

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity, more particularly described herein, hereby makes, acknowledges, and files this Certificate of Conversion (the "Certificate") and the attached Articles of Organization, converting the general partnership into a limited liability company, and states as follows:

1. **Business.** The sole purpose of the business is the ownership and operation of the real property located at 325 SW 22<sup>nd</sup> Road, Miami, Florida, and more particularly described as:

Lot 13 in Block 9 of HOLLEMAN PARK according to the Plat thereof as recorded in Plat Book 8 at Page 23 of the Public Records of Dade County, Florida.

2. **Date and Jurisdiction.** The unincorporated business, a general partnership, began on July 18, 1984, in Miami, Florida.

3. **Name of general partnership.** The name of the general partnership immediately prior to the filing of this Certificate of Conversion is 325 SW 22<sup>nd</sup> Road Property.

4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is 325 HIL-DEL PROPERTY MANAGEMENT, LLC.

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.

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

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MIAMI, FLORIDA

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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 325 HIL-DEL PROPERTY MANAGEMENT, 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, 325 SW 22<sup>nd</sup> Road, Miami, Florida, shall be vested in 325 HIL-DEL PROPERTY MANAGEMENT, LLC and shall thereafter be the property of 325 HIL-DEL PROPERTY MANAGEMENT, LLC.

The undersigned affirms under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signature and swear to the foregoing as of the 30<sup>th</sup> day of April, 2002, in accordance with Florida Statutes, Section 608.439.

Hilda Bengochea  
Hilda Bengochea, Partner/Member

Delia Ontivero  
Delia Ontivero, Partner/Member

**ARTICLES OF ORGANIZATION**  
**OF**  
**325 HIL-DEL PROPERTY MANAGEMENT, 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 325 HIL-DEL PROPERTY MANAGEMENT, LLC.

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 366 SW 22<sup>nd</sup> 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, 7<sup>th</sup> Floor  
Miami, Florida 33133  
Tel: (305) 856-2444  
Fax: (305) 285-9227

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TALLAHASSEE, FLORIDA

ARTICLE VI  
MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed. The Company shall initially have one (1) Manager. The Manager shall hold the office and have the responsibility accorded to her by the members and set out in the operating agreement. The name and address of the initial Manager, who is to serve until the first annual meeting of Members or until her successor is elected and qualified, are:

Hilda Bengochea  
354 SW 22<sup>nd</sup> Road  
Miami, FL 33129

IN WITNESS WHEREOF, the undersigned member has hereunto set her hand and seal  
this 30<sup>th</sup> day of April, 2002.

Hilda Bengochea  
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 30<sup>th</sup> day of April, 2002.

CORPCO, INC.

Ana C. Harris  
Ana C. Harris, Vice President

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SECRETARY OF STATE  
ALLAINE, SEC. FLORIDA