

W3000010461

00789-00524-00671

Sara Lea

(Requestor's Name)

CSC

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies 1

Certificates of Status 1

Special Instructions to Filing Officer:

3/18 PLLC

CC+LUS

02876

conversion

Office Use Only



900013716909

MJH

03 MAR 18 PM 1:35

FILED

RECEIVED

03 MAR 18 PM 3:33

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 971997 7107883

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 185.00

ORDER DATE : March 18, 2003

ORDER TIME : 3:01 PM

ORDER NO. : 971997-015

CUSTOMER NO: 7107883

CUSTOMER: W. Scott Callahan, Esq.  
Stump Storey & Callahan, P.a.  
Suite 200  
37 North Orange Ave.  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: ROSEN DEVELOPMENT GROUP, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

       PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

**RESUBMIT**  
- Please give original  
submission date as file date.

March 19, 2003

SARA LEA  
CSC

SUBJECT: ROSEN DEVELOPMENT GROUP LLC  
Ref. Number: M02000002379

We have received your document for ROSEN DEVELOPMENT GROUP LLC and the authorization to debit your account in the amount of \$185.00. However, the document has not been filed and is being returned for the following:

It is unclear what you wish to file with our office. If you want to amend the Qualification for this foreign LLC, complete the attached amendment form, the fee is \$25.00, however, if you want to convert this foreign LLC into a Florida LLC, you must complete the attached Certificate of Conversion and the Articles of Organization, the fee is \$150.00 total, plus \$30 for a certified copy and \$5 for a certificate of status.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 503A00017002

**RECEIVED**  
03 MAR 21 PM 4:33  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

Rosen Development Group, LLC

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are: \_\_\_\_\_

- A. Date: June 22, 1999 \_\_\_\_\_
- B. Jurisdiction: New York \_\_\_\_\_
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: \_\_\_\_\_

THIRD: The name of the limited liability company as set forth in the attached articles of organization is: \_\_\_\_\_

Rosen Development Group, LLC



Signature of a Member or an Authorized Representative of a Member  
(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Douglas Cordello  
Typed or Printed Name of Signee

**ARTICLES OF ORGANIZATION OF  
ROSEN DEVELOPMENT GROUP, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I — Name:**

The name of the Limited Liability Company is: ROSEN DEVELOPMENT GROUP, LLC

**ARTICLE II — Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: 325 North Hibiscus Drive, Hibiscus Island, Miami Beach, Florida 33140.

**ARTICLE III — Duration:**

The period of duration for the Limited Liability Company shall be until December 31, 2050, unless terminated before that.

**ARTICLE IV — Management:**

**XX** The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Michael E. Rosen  
325 North Hibiscus Drive  
Hibiscus Island  
Miami Beach, Florida 33140

Douglas Cordello  
c/o Herons Glen  
2250 Avenida del Vera  
North Ft. Myers, Florida 33917

☐ The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

**ARTICLE V — Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be determined by the Managing Member.

FILED  
03 MAR 19 PM 1:35  
HALL COUNTY CLERK  
TALLAHASSEE, FLORIDA

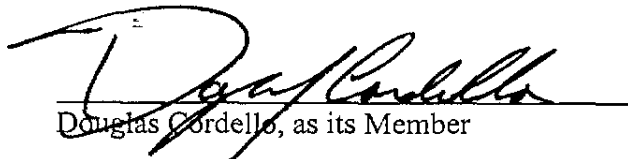
## ARTICLE VI — Members' Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

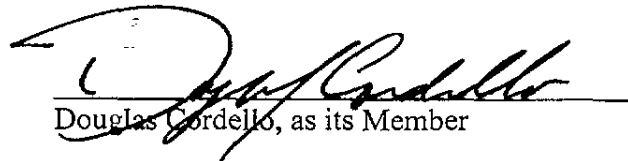
## ARTICLE VII — Registered Agent

The address of the registered office of the Limited Liability Company in Florida is c/o Stump, Storey, Callahan & Dietrich, P.A., 37 North Orange Avenue, Suite 200, Orlando, Florida, 32801. The Limited Liability Company's registered agent at that address is W. Scott Callahan, Esquire.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 17<sup>th</sup> day of March, 2003.

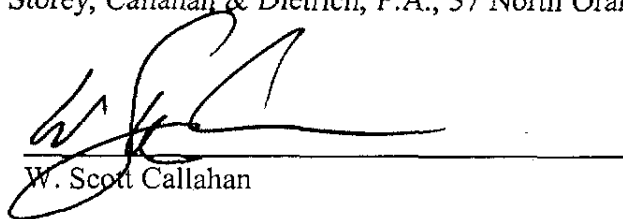
  
Douglas Cordello, as its Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
Douglas Cordello, as its Member

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ROSEN DEVELOPMENT GROUP, LLC, at the place designated in the Articles of Organization, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes 608. The address of the Registered Agent is c/o Stump, Storey, Callahan & Dietrich, P.A., 37 North Orange Avenue, Suite 200, Orlando, Florida, 32801.

  
W. Scott Callahan

Date: 3/17/03