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Certificates of Status

Special Instructions to Filing Officer:

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CONVERSION

CC 02876

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FILED
04 FEB 23 PM 2:37
FEB 23 2004
FEB 23 2004

TRIPP SCOTT

Attorneys At Law
A Professional Association

February 20, 2004

DIRECT DIAL 954.627.3813

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

Re: **Certificate of Conversion to a Florida Limited Liability Company for
Chapman, Schewe-Florida, LLC**

Dear Sir or Madam:

Enclosed please find a Certificate of Conversion to a Florida Limited Liability Company for the above referenced entity along with the firm's check in the amount of \$180, representing the filing fee for the Certificate of Conversion as well as the fees for the filing and certified copy of the Articles of Organization.

If you have any questions with regard to the Certificate or the Articles of Organization, please contact me at the above telephone number. I am also enclosing a Federal Express envelope for the return of the certified copy of the above filing.

Very truly yours,



Sue Deverson, CLA
Corporate Paralegal

/sd

Enclosures

321514v1 991289 0003



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 19, 2004

TRIPP SCOTT, P.A.

SUBJECT: CHAPMAN, SCHEWE-FLORIDA, LLC
REF: W04000007115

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A limited liability company conversion cannot be filed electronically. You must submit the certificate of conversion and the articles of organization by mail.

Please abandon this electronic filing accordingly.

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) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H04000035523
Letter Number: 304A00011385

CERTIFICATE OF CONVERSION

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

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

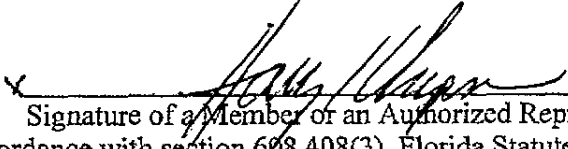
Chapman, Schewe Florida, LLC

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

1. Date: December 31, 1998
2. Jurisdiction: Texas
3. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

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

Chapman, Schewe-Florida, 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.)

Harry Chapman

Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION
OF
CHAPMAN, SCHEWE-FLORIDA, LLC**

The undersigned, for the purpose of converting Chapman, Schewe-Florida, LLC, a Texas limited liability, into a limited liability company under the Florida Limited Liability Company Act, does hereby subscribe to and file these Articles of Organization.

**ARTICLE I
NAME**

The name of this limited liability company is:

CHAPMAN, SCHEWE-FLORIDA, LLC

**ARTICLE II
CONVERSION**

These Articles of Organization are being filed in connection with and simultaneously with the Certificate of Conversion of Chapman, Schewe-Florida, LLC, a Texas limited liability company. Pursuant to Sections 608.407, 608.408, 608.409 and 608.439, F.S., on the effective date of filing of these Articles of Organization and Certificate of Conversion with the Department of State, Chapman, Schewe-Florida, LLC, a Texas limited liability company shall be converted into a Florida limited liability company under the name "Chapman, Schewe-Florida, LLC" (the "Company").

**ARTICLE III
EXISTENCE**

Pursuant to Section 608.439(4), F.S., the existence of the Company shall be deemed to have commenced on December 31, 1998, the date on which Chapman, Schewe-Florida, LLC was established as a Texas limited liability company.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of the Company is:

300 SE 2nd Street
Suite 620
Fort Lauderdale, FL 33301

Prepared By.

William J. Gross, Esq.
FL Bar No. 0898678
Tripp Scott, PA
P. O. Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

FILED
04 FEB 23 PM 2:38
FORT LAUDERDALE
FLORIDA

**ARTICLE V
PURPOSE**

This limited liability company is organized for the purpose of engaging in all lawful activities and to do all other things which may be necessary or desirable in connection with the foregoing.

**ARTICLE VI
MANAGER(S) OR MANAGING MEMBER(S)**

<u>Title</u>	<u>Name and Address</u>
"MGR" = Manager	
"MGRM" = Managing Member	
MGRM	Gruverman Enterprises, Inc. 300 SE 2 nd Street, Suite 620 Fort Lauderdale, FL 33301

**ARTICLE VII
ADDITION OF NEW MEMBERS**

New members shall be admitted as provided in the Operating Agreement of the Company.

**ARTICLE VIII
UNIT CERTIFICATES**

(a) Each member's interest in the Company shall be evidenced by a membership or unit certificate as provided in the Company's Operating Agreement.

(b) No member of this Company may transfer, sell or assign his, her or its membership interest in the Company to any other person or entity, except as provided in the Company's Operating Agreement.

**ARTICLE IX
AMENDMENT**

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

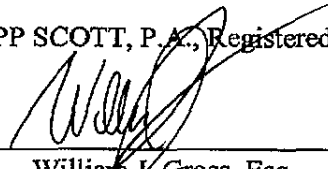
AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Tripp Scott, P.A.
110 SE 6th Street, 15th Floor
Fort Lauderdale, FL 33301

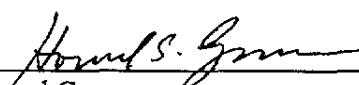
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I/we hereby accept the appointment as registered agent and agree to act in this capacity. I/we further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I/we am/are familiar with and accept the obligations of my/our position as registered agent as provided for in Chapter 608, F.S.

TRIPP SCOTT, P.A., Registered Agent

By: 

William J. Gross, Esq.
For the Firm

REQUIRED SIGNATURE:


Howard Gruverman,
Authorized Representative of the Members

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

ARTICLES OF CONVERSION
FOR
CHAPMAN, SCHEWE-FLORIDA, LLC

Pursuant to Article 10.09 of the Texas Limited Liability Company Act, **CHAPMAN, SCHEWE-FLORIDA, LLC** a Texas limited liability company (hereinafter referred to as "Chapman, Schewe" or the "Company"), hereby adopts the following Articles of Conversion to a Florida limited liability company.

I. PLAN OF CONVERSION. The Plan of Conversion, attached hereto as Exhibit A, has been approved by the members of the Company.

II. APPROVAL. The Plan of Conversion was approved by unanimous written consent of all the members of Chapman, Schewe on January 15, 2004 intending to be effective as of 12:01 am on January 1, 2004 in conformity with the applicable provisions of Article 10.08 and 10.09 of the Texas Limited Liability Company Act and Sections 608.439, 608.4081, and 608.408 of the Florida Limited Liability Company Act, and is on file at the principal place of business of Chapman, Schewe at 2500 City West Blvd., Suite 1150, Houston, Texas 77042, and will be furnished by Chapman, Schewe on written request and without cost, to any member of Chapman, Schewe.

III. EFFECTIVE DATE. The conversion contemplated herein is intended to be effective as of 12:01 am on January 1, 2004 or such later date as may be required under law or in connection with the acceptance of the filing of these Articles of Conversion and/or the Certificate of Conversion attached to the Plan of Conversion.

IN WITNESS WHEREOF, the above and foregoing Articles of Conversion were executed on the 15th day of January, 2004, intending to be effective as of January 1, 2004.

CHAPMAN, SCHEWE-FLORIDA, LLC

By: Howard S. Gruverman
Name: Howard S. Gruverman
Title: Manager

PLAN OF CONVERSION OF CHAPMAN, SCHEWE-FLORIDA, LLC
FROM A TEXAS LIMITED LIABILITY COMPANY
TO A FLORIDA LIMITED LIABILITY COMPANY

CHAPMAN, SCHEWE-FLORIDA, LLC, a Texas limited liability company, hereby adopts the following plan of conversion, pursuant to Article 10.08 of the Texas Limited Liability Company Act:

I. **Name.** The name of converting entity is Chapman, Schewe-Florida, LLC (hereinafter referred to before the conversion as "CSF Texas"). The name of the converted entity is Chapman, Schewe-Florida, LLC (hereinafter being referred to after the conversion as "CSF Florida").

II. **Conversion.** Subject always to the terms and conditions set forth herein, on and as of the Effective Date, as hereinafter set forth, the converting entity shall continue its existence in the organizational form of the converted entity. The converted entity will be responsible for the payment of all such fees and franchise taxes and the converted entity will be obligated to pay such fees and franchise taxes if some are not timely paid.

III. **Type of Entity and Jurisdiction.** As a result of the Conversion, the converted entity will be a Florida limited liability company and shall thereafter be governed under the Florida Limited Liability Company Act.

IV. **Conversion of Membership Interests.** Upon and as of the Conversion, the membership interests issued in CSF Texas shall cease to be outstanding and each such membership interest shall be converted into membership interests in CSF Florida. For each membership unit held by a member in CSF Texas, such member shall be issued 808.271 membership units in CSF Florida, such conversion ratio representing 1,000 membership units in CSF Florida for each 1% owned on the date of Conversion. Promptly after the Conversion, the

management of the converted entity shall cause to be issued to the members of the converted entity the membership interest and membership units in the converted entity.

V. **Effective Date of Merger**. The conversion contemplated herein is intended to be effective as of 12:01 a.m. on January 1, 2004 or such later date as may be required under law or in connection with the acceptance of the filing of the Articles of Conversion.

VI. **Certificate of Formation**. Attached hereto as Exhibit "A" is the Chapman, Schewe-Florida, LLC Florida Articles of Incorporation.

IN WITNESS WHEREOF, this Plan of Conversion has been adopted as of the 1st day of January, 2004.

CHAPMAN, SCHEWE-FLORIDA, LLC

By: Howard S. Gruverman
Name: Howard S. Gruverman
Title: Manager

MEMBERS:

Gruverman Enterprises, Inc.

By: Howard S. Gruverman
Howard Gruverman, President

Carlos Castrosana

Adamichael (I) LLLP

By: Gregg S. Lickstein
Gregg S. Lickstein, General Partner

Harry Chapman