

L07000046485

Carlos M. Davila, P.A.  
(Requestor's Name)

501 Brickell Key Dr.  
(Address)

Suite 102  
(Address)

Miami, Fl. 33131  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

POS-155141

(Document Number)

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TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

CARLOS M. DAVILA, P.A.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA

(Enter state, or if a non-U.S. entity, the name of the country)

on 25 Nov 2005

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

DAVILA LAW FIRM, LLC

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date:\_\_\_\_\_.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 25 day of APRIL 2007.

Signature of Authorized Person: \_\_\_\_\_



Printed Name: CARLOS DAVILA Title: PRESIDENT

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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## **ARTICLES OF ORGANIZATION OF THE DAVILA LAW FIRM, LLC**

**THIS LIMITED LIABILITY COMPANY AGREEMENT** of the DAVILA LAW FIRM, LLC ("this Agreement") is entered into as this 24th day of April, 2007, by and between **Carlos M. Davila, as Managing Member**, and the other persons who may hereafter become members of the LLC in accordance with the provisions hereof as amended from time to time.

### **ARTICLE I - NAME**

1. The name of the limited liability company is the DAVILA LAW FIRM, LLC, ("Company").

### **ARTICLE II - ADDRESS**

2. The mailing address and street address of the principal office of the Limited Liability Company is:

501 Brickell Key Drive, Suite 102,  
Miami, Florida 33131

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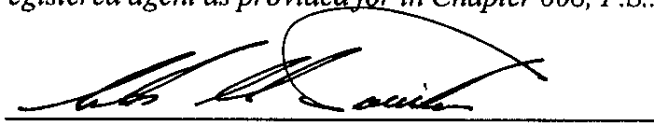
### **ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

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

Carlos M. Davila  
501 Brickell Key Drive, Suite 102  
Miami, Florida 33131

## ARTICLES OF ORGANIZATION OF THE DAVILA LAW FIRM, LLC

*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 hereby accept the 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 as provided for in Chapter 608, F.S..*



Carlos M. Davila

### ARTICLE IV – MANAGERS OR MANAGING MEMBERS

1. The name and address of each Manager and Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGMR" = Managing Member

MGMR

Carlos M. Davila

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### ARTICLE V- POWERS OF MEMBERS AND MANAGERS

1. **MEMBERS.** The liability of the Members shall be limited as provided under the laws of the Florida Limited Liability statutes. Members that are not Managers shall take no part whatever in the control, management, direction, or operation of the Company's affairs and shall have no power to bind the Company. The Managers may from time to time seek advice from the

## **ARTICLES OF ORGANIZATION OF THE DAVILA LAW FIRM, LLC**

Members, but they need not accept such advice, and at all times the Managers shall have the exclusive right to control and manage the Company. No Member shall be an agent of any other Member of the Company solely by reason of being a Member.

**2. POWERS OF MANAGERS.** The Manager is authorized on the Company's behalf to make all decisions as to (a) the sale, development lease or other disposition of the Company's assets; (b) the purchase or other acquisition of other assets of all kinds; (c) the management of all or any part of the Company's assets; (d) the borrowing of money and the granting of security interests in the Company's assets; (e) the pre-payment, refinancing or extension of any loan affecting the Company's assets; (f) the compromise or release of any of the Company's claims or debts; and, (g) the employment of persons, firms or corporations for the operation and management of the company's business. In the exercise of their management powers, the Managers are authorized to execute and deliver (a) all contracts, conveyances, assignments leases, sub-leases, franchise agreements, licensing agreements, management contracts and maintenance contracts covering or affecting the Company's assets; (b) all checks, drafts and other orders for the payment of the Company's funds; (c) all promissory notes, loans, security agreements and other similar documents; and, (d) all other instruments of any other kind relating to the Company's affairs, whether like or unlike the foregoing.

### **ARTICLE VI- POWER OF THE MEMBERS IN THE EVENT OF THE MANAGER'S DEATH OR INCOMPETENCE**

1. If the manager dies or if a court of competent jurisdiction adjudges the manager to be incompetent to manage her person or property, the member may exercise all of the manager's rights for the purpose of settling the manager's estate or administering the manager's property, including any power the manager had under this agreement.

**ARTICLES OF ORGANIZATION OF  
THE DAVILA LAW FIRM, LLC**

**REQUIRED SIGNATURE:**

A handwritten signature in black ink, appearing to read 'Carlos M. Davila', written over a horizontal line.

**CARLOS M. DAVILA**

(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.)

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