

L07000089349

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800108506368

08/29/07--01027--023 **155.00

RECEIVED
07 AUG 29 PM 2:25
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W07000042699

FILED
07 AUG 29 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446

WALK-IN

ENTITY NAME:

1. RMB GROUP, LLC

CK# 8482

AMOUNT \$155.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING

☐ CERTIFIED COPY

XXX STAMPED COPY

xxx CERTIFICATE OF STATUS

OFFICE USE ONLY

RECEIVED
07 AUG 30 PM 3:16
FILED
07 AUG 29 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* RESUBMITTING
w/CORRECTIONS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 29, 2007

FLORIDA RESEARCH AND FILING SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: RMB GROUP LLC
Ref. Number: W07000042699

We have received your document for RMB GROUP LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we are RETAINING your \$155.00 payment.

I assume that your intention is to convert a Pennsylvania LLC known as RMB GROUP, LLC into a Florida LLC. Is this correct?

If so, then the date in Item A on the certificate of conversion must be the date that the Pennsylvania LLC was formed. I believe this date is February 9, 2007. But please verify this.

The "Jurisdiction" in Item B would be the Jurisdiction in which the entity was originally formed...which is Pennsylvania, right? Please verify this.

Now if the entity was actually formed in some other state before converting to Pennsylvania, you would enter the name of that state in Item C. But if the entity began as a Pennsylvania LLC and has been a Pennsylvania LLC up until this point then Item C should be BLANK.

ALSO, we will file this conversion with the date you originally FAXED them to us. But is that date the 28th or the 27th? We assume that it was the 28th, because that is the date that they were signed apparently. Please remove Article VII from your Articles document.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 507A00051995

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following 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 business entity immediately prior to filing this document was:

RMB Group LLC

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

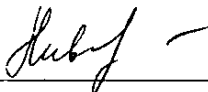
A. Date: FEB 9, 2007

B. Jurisdiction: PENNSYLVANIA

C. If the above noted jurisdiction changed, the jurisdiction immediately prior to its conversion to a Florida limited liability company: _____

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

RMB 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.)

Bruce Brenner, Manager by Y. Huberdeau as attorney-in-fact

Typed or Printed Name of Signee

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Pennsylvania limited liability company is:
RMB Group LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
RMB Group LLC
474 SE Southwood Trail
Stuart FL 34997

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410 UNITED STATES

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

FILED
07 AUG 29 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

BRUCE BRENNER
474 SE Southwood Trail
Stuart FL 34997
HOWARD BRENNER
474 SE Southwood Trail
Stuart FL 34997

Corprate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

RMB Group LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.

Yulia Huberdeau, Assistant Secretary

Date: 8/27/2007.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107