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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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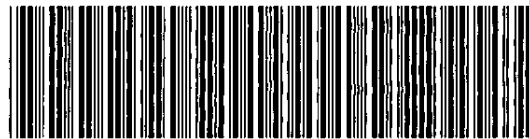
(Business Entity Name)

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DIVISION OF CORPORATIONS
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T. HAMPTON
JUL 20 2009
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EUREKA PALMS MANAGEMENT, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Roland Sanchez-Medina Jr.
(Contact Person)

Sanchez-Medina, Gonzalez, Quesada & Lage, LLP
(Firm/Company)

2333 Ponce De Leon Blvd. Suite 302
(Address)

Coral Gables, Florida 33134
(City, State and Zip Code)

For further information concerning this matter, please call:

Roland Sanchez-Medina Jr. at (305) 448-4344
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

09 JUL 17 AM 11:51


**CERTIFICATE OF CONVERSION
OF
EUREKA PALMS MANAGEMENT CORP.
INTO
EUREKA PALMS MANAGEMENT, LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert EUREKA PALMS MANAGEMENT CORP., a corporation organized under the laws of the State of Florida, into EUREKA PALMS MANAGEMENT, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 608.439, Florida Statutes.

1. EUREKA PALMS MANAGEMENT CORP., a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on February 24, 2005, under Document Number P05000028480.
2. The name of the Florida limited liability company into which EUREKA PALMS MANAGEMENT CORP. will be converted is EUREKA PALMS MANAGEMENT, LLC. The Articles of Organization of EUREKA PALMS MANAGEMENT, LLC are attached to this Certificate of Conversion.
3. The conversion of EUREKA PALMS MANAGEMENT CORP., a Florida corporation, into EUREKA PALMS MANAGEMENT, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 608.
4. The conversion of EUREKA PALMS MANAGEMENT CORP., a Florida corporation, into EUREKA PALMS MANAGEMENT, LLC and the Articles of Organization of EUREKA PALMS MANAGEMENT, LLC were approved by all of the shareholders and directors of EUREKA PALMS MANAGEMENT CORP., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of EUREKA PALMS MANAGEMENT, LLC is 6485 S.W. 120th Avenue, Coral Gables, Florida 33183. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for EUREKA PALMS MANAGEMENT, LLC will be 20-2390569 which is the same Federal employer identification number of EUREKA PALMS MANAGEMENT CORP.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.

7. EUREKA PALMS MANAGEMENT, LLC shall pay any shareholder of EUREKA PALMS MANAGEMENT CORP. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 14 day of July, 2009.


Pedro J. Adrian, as President of Eureka Palms
Management Corp., and as a Manager of Eureka
Palms Management, LLC

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ARTICLES OF ORGANIZATION FOR
EUREKA PALMS MANAGEMENT, LLC

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ARTICLE I - NAME

The name of the limited liability company shall be EUREKA PALMS MANAGEMENT, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 6485 S.W. 120th Avenue, Miami, Florida 33183.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Roland Sanchez-Medina Jr., Sanchez-Medina, Gonzalez, Quesada & Lage, LLP, 2333 Ponce de Leon Blvd., Suite 302, Coral Gables, Florida 33134.

ARTICLE IV - MANAGEMENT

The Company will be a manager-managed company.

Having been named as registered agent and to accept service of process for the above-stated 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 of registered agent as provided for in Chapter 608, F.S.



Roland Sanchez-Medina Jr.



Roland Sanchez-Medina Jr., as authorized representative

(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.)