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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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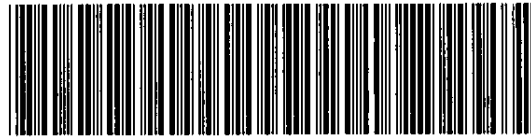
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

OCT 19 2009

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

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DIVISION OF CORPORATIONS
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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Kim Weidenbach

DATE: 10/19/09

REF. #: 001811.113164

CORP. NAME: SHER REALTY INC. converting into: SHER REALTY, LLC

- | | | |
|--|---|--|
| ☐ ARTICLES OF INCORPORATION | ☐ ARTICLES OF AMENDMENT | ☐ ARTICLES OF DISSOLUTION |
| ☐ ANNUAL REPORT | ☐ TRADEMARK/SERVICE MARK | ☐ FICTITIOUS NAME |
| ☐ FOREIGN QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☐ LIMITED LIABILITY |
| ☐ REINSTATEMENT | ☐ MERGER | ☐ WITHDRAWAL |
| ☐ CERTIFICATE OF CANCELLATION | | |
| ☒ OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 532244 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| ☒ CERTIFIED COPY | ☐ CERTIFICATE OF GOOD STANDING | ☐ PLAIN STAMPED COPY |
| ☐ CERTIFICATE OF STATUS | | |

Examiner's Initials

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DIVISION OF CORPORATIONS
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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:

SHER REALTY INC. (M76662)

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a FLORIDA CORPORATION.

(Enter entity type. Example: corporation, limited partnership, 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 NOVEMBER 14, 1989.

(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**:

SHER REALTY, LLC.

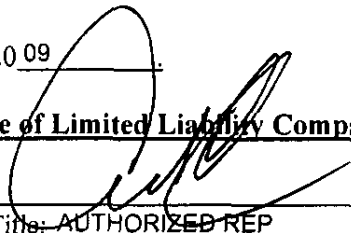
(Enter Name of Florida Limited Liability Company)

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 15 day of October 2009

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 

Printed Name: ALAN B. COHN, ESQ.

Title: AUTHORIZED REP

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 

Printed Name: VICTOR SHER

Title: PRESIDENT

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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
SHER REALTY, LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. NAME

The name of the Company is: **SHER REALTY, LLC**

2. PERIOD OF DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF COMPANY

The mailing and street address of the place of business in Florida for the Company is 7710 Banyan Terrace, Tamarac, Florida 33321.

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the Company is Alan B. Cohn, Esq., Trade Centre South, Suite 700, 100 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. CONTINUITY OF BUSINESS

Upon 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 Company, the business of the Company may be continued with the consent of a majority interest of the remaining members of the Company.

8. MANAGEMENT

The Company is to be managed by Managers.

9. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the

members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

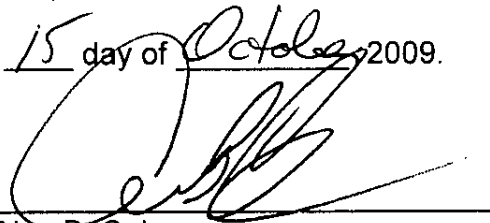
12. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

13. AUTHORIZED REPRESENTATIVE

The name and address of the Authorized Representative signing these Articles is Alan B. Cohn, Esq., Trade Centre South, 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 15 day of October, 2009.



Alan B. Cohn

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

SHER REALTY, LLC

2. The name and address of the registered agent and office is:

Alan B. Cohn, Esq.
100 West Cypress Creek Road, Suite 700
Ft. Lauderdale, Florida 33309

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.



Alan B. Cohn

Dated: October 15, 2009