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Darrin R. Schutt *†

*Admitted in Fl. & Ga.
† Florida Civil Law Notary

November 23, 2009

Secretary of State
Division of Corporations
Records Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: **BELLAGIO PROPERTIES OF CAPE CORAL, L.L.C.**
Certificate of Conversion/ Articles of Organization

Dear Sir or Madam:

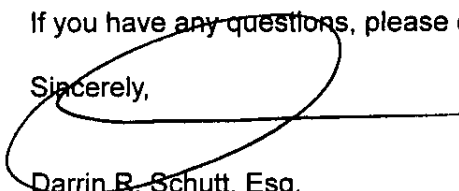
Please find enclosed the Certificate of Conversion and Articles of Organization for **BELLAGIO PROPERTIES OF CAPE CORAL, L.L.C.**, currently existing as a Florida corporation.

Please also find enclosed my client's check for \$150.00 for the costs.

If everything is in order, please file the enclosed.

If you have any questions, please do not hesitate to call.

Sincerely,



Darrin R. Schutt, Esq.

Enclosures

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

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TALLAHASSEE, FLORIDA

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:

Bellagio Properties of Cape Coral, Inc. P05-13261

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a 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 January 20, 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:

NA

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

Bellagio Properties of Cape Coral, L.L.C.

(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 23rd day of November 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Libby Bergard Title: Managing Member

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

Signature: [Signature]
Printed Name: Libby Bergard Title: President/Director

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)

**ARTICLES OF ORGANIZATION OF
BELLAGIO PROPERTIES OF CAPE CORAL, L.L.C.**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be: BELLAGIO PROPERTIES OF CAPE CORAL, L.L.C.

**ARTICLE II
PURPOSE**

This Limited Liability Company is created for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida or of the United States of America, as may be agreed upon by the members.

**ARTICLE III
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business shall be 5386 Coral Avenue, Cape Coral, Florida 33904, and initial mailing address of this Limited Liability Company shall be 5386 Coral Avenue, Cape Coral, Florida 33904, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Darrin R. Schutt, Esq., 1322 S.E. 46th Lane, Suite C, Cape Coral, Florida 33904.

**ARTICLE IV
MANAGEMENT OF BUSINESS**

This Limited Liability Company is to be single member company managed by its sole member, such that the company is to be a single-member managed company. The single member is:

LIBBY BERNGARD
5386 Coral Avenue
Cape Coral, Florida 33904

**ARTICLE V
REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

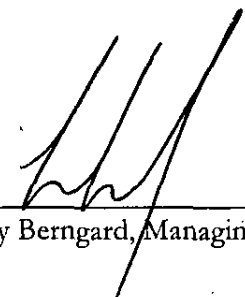
**ARTICLE VI
PROPERTY**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

**ARTICLE VII
DISTRIBUTION OF EARNINGS**

The manager of the Company shall have the sole discretion whether to issue earnings to the members or retain the same, either in whole or in part. The manager shall not be required to provide a reason for the determination to retain such earnings.

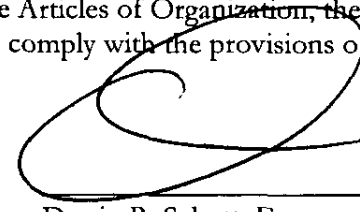
IN WITNESS WHEREOF, the Managing Member has executed these Articles of Organization on this 23rd day of November, 2009, and acknowledges that in accordance with § 608.408(3), Florida Statutes, that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Libby Bergard, Managing Member

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of § 608.415, Florida Statutes.



Darrin R. Schutt, Esq.

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