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(Requestor's Name)

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MAIL

(Business Entity Name)

(Document Number)

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12/21/09--01002--005 \*\*20.00

11/12/09--01027--004 \*\*105.00

FILED  
2009 DEC 18 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. CLINE

DEC 21 2009

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 13, 2009

EUGENE SAMSON  
580 NW 119 STREET  
MIAMI, FL 33168

SUBJECT: TERC HEARTS  
Ref. Number: W09000050252

We have received your document for TERC HEARTS and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law does not allow a sole proprietorship to file a conversion. A sole proprietorship is a business owned and operated by one individual. As a sole proprietor, the one individual owner is responsible for making all of the business decisions and all of the debts of the business are considered to be the debts of the one individual owner, as well. The sole proprietorship may or may not conduct business under the one individual owner's legal name. Because the business and the individual are considered as one organization and need each other to co-exist from a legal perspective, a sole proprietorship is not considered a business entity and cannot, therefore, file a conversion under Florida law.

If your sole proprietorship is actually owned and operated by two or more individuals and those individuals serve in the capacity of a partner, your business may not be a sole proprietorship. Your business may meet the definition of a partnership in accordance with Chapter 620, Florida Statutes. Chapter 620, Florida Statutes, allows a partnership to file a conversion. However, the partnership must first file a statement of registration in accordance with section 620.8105, Florida Statutes.

We are enclosing a statement of registration should your business entity meet the criteria of a partnership and you wish to proceed with the conversion. Please note the fee to register a partnership is \$50. To proceed with the conversion, please correct your conversion documents to reflect your current business entity is a partnership and resubmit the conversion documents along with the enclosed registration statement and an additional fee of \$50.

This office strongly suggests that you seek legal advice concerning this matter.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

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Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Regulatory Specialist II

Letter Number: 909A00035536

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: TERC HEARTS  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eugene J Samson  
Name of Person

\_\_\_\_\_  
Firm/Company

580 NW 119 Street  
Address

Miami FL 33168  
City/State and Zip Code

Treasure - Villa @ yahoo.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chantale Samson at ( 305 ) 879-1948  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

TERC HEARTS LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

### ARTICLE II - Address:

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

#### Principal Office Address:

580 nw 119 street Miami FL  
33168

#### Mailing Address:

580 nw 119 street Miami  
FL 33168

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Eugene J Samson  
Name

580 nw 119 street

Florida street address (P.O. Box **NOT** acceptable)

Miami FL 33168

City, State, and Zip

*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..*

Eugene J Samson  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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TREASURER, FLORIDA

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**ARTICLE IV- Manager(s) or Managing Member(s):**

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

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

" MGR "

**Name and Address:**

Eugene J Samson  
580 new 119 Street Miami FL  
33168

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)  
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

Eugene J Samson  
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.)

Eugene J Samson  
Typed or printed name of signee

**Filing Fees:**

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA