

L100000003546

(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:

**L. SELLERS**

**JAN 12 2010**

**EXAMINER**

Office Use Only



100163999081

12/30/09--01019--008 \*\*150.00

FILED  
09 DEC 30 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Bahia Honda Real Estate Investments V 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)

SMGQL LLP

(Firm/Company)

2333 Ponce De Leon Blvd., Suite 302

(Address)

Coral Gables, Florida 33134

(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Roland Sanchez-Medina Jr.

(Name of Contact Person)

at ( 305 ) 448-4344

(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



**SANCHEZ-MEDINA, GONZALEZ & QUESADA, LLP**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

WWW.SMGQLAW.COM

MAIN OFFICE : CORAL GABLES  
THE COLONNADE - SUITE 302  
2335 PONCE DE LEON BOULEVARD  
CORAL GABLES, FL 33134  
TEL: 305.424.0235 | FAX: 305.424.0237

MIAMI LAKES OFFICE  
FAIRWAY CORPORATE CENTER III - SUITE 104  
14845 NW 77TH AVENUE  
MIAMI LAKES, FL 33014  
TEL: 305.231.9000 | FAX: 305.231.9100

January 7, 2010

**Via Facsimile**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Bahia Honda Real Estate Investments V, Inc.**

Dear Sir or Madam:

This letter authorizes the Florida Department of State to release the corporate name "Bahia Honda Real Estate Investments V, Inc." Please be advised that the principals for the formation of Bahia Honda Investments V Management, LLC are in fact the same.

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

Sincerely yours,

A handwritten signature in black ink, appearing to be 'Roland Sanchez-Medina Jr.', written in a cursive, flowing style.

Roland Sanchez-Medina Jr.

Encls.

F:\3133.0004\Ltr to Florida Department of State.

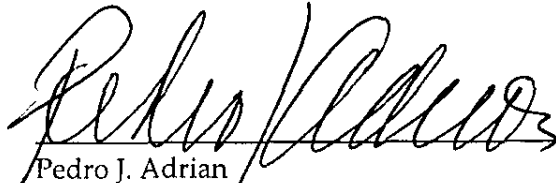
**CERTIFICATE OF CONVERSION OF  
BAHIA HONDA REAL ESTATE INVESTMENTS V, INC. INTO  
BAHIA HONDA REAL ESTATE INVESTMENTS V MANAGEMENT, LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert **Bahia Honda Real Estate Investments V Inc.**, a corporation organized under the laws of the State of Florida, into **Bahia Honda Real Estate Investments V 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. Bahia Honda Real Estate Investments V, Inc., 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 March 13, 2003, under Document Number P03000016918.
2. The name of the Florida limited liability company into which Bahia Honda Real Estate Investments V, Inc. will be converted is Bahia Honda Real Estate Investments V Management, LLC, The Articles of Organization of Bahia Honda Real Estate Investments V Management, LLC, are attached to this Certificate of Conversion.
3. The conversion of Bahia Honda Real Estate Investments V, Inc., a Florida corporation, into Bahia Honda Real Estate Investments V 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 Bahia Honda Real Estate Investments V, Inc., a Florida corporation, into Bahia Honda Real Estate Investments V Management, LLC and the Articles of Organization of Bahia Honda Real Estate Investments V Management, LLC were approved by all of the shareholders and directors of Bahia Honda Real Estate Investment V, Inc., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of Bahia Honda Real Estate Investment V, Inc. is 12905 SW 42<sup>nd</sup> Street, Suite 203, Miami, Florida 33175. In that this conversion complies with Section 368(a)(I)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for Bahia Honda Real Estate Investments V Management, LLC will be 412079488 which is the same Federal Employer Identification Number of Bahia Honda Real Estate Investment V, Inc.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. Bahia Honda Real Estate Investments V Management, LLC shall pay any shareholder of BAHIA HONDA REAL ESTATE INVESTMENTS V, INC. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

FILED  
19 DEC 30 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 31<sup>st</sup> day  
of May, 2009.



Pedro J. Adrian  
as President of Bahia Honda Real Estate  
Investments V, Inc., and as Manager of  
Bahia Honda Real Estate Investments V  
Management, LLC.

**ARTICLES OF ORGANIZATION OF  
BAHIA HONDA REAL ESTATE INVESTMENTS V MANAGEMENT, LLC**

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is Bahia Honda Real Estate Investments V Management, LLC (hereinafter, the "Company").

**ARTICLE II. MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is 12905 S.W. 42<sup>nd</sup> Street, Miami, Florida 33175.

**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.)*

FILED  
09 DEC 30 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA