

L10000104868

(Requestor's Name)

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(Address)

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☐ PICK-UP

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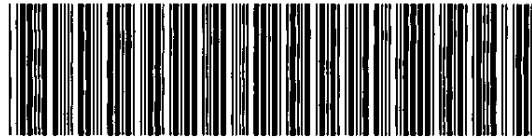
(Business Entity Name)

(Document Number)

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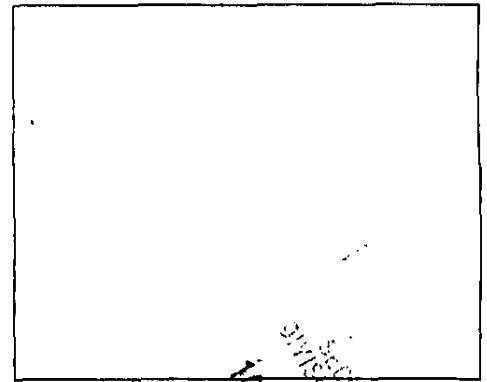
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B. KOHR

OCT - 7 2010

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)656-6446



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WALK-IN

ENTITY NAME:

DCCC, LLC

CK# 4766 FOR \$150.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

\_\_\_ CERTIFIED COPY

XXX STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 2, 2010

FLORIDA RESEARCH & FILING SERVICES  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL

SUBJECT: DCCC, LLC  
Ref. Number: W10000035908

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\* RESUBMITTING  
w/corrections  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

We have received your document for DCCC, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have **RETAINED YOUR \$150.00 payment.**

Item 2 on the Certificate of Conversion states that DCCC LIMITED PARTNERSHIP was formed on October 24, 1988. Our records indicate that the formation date was February 4, 1982.

Also, the name you propose to use for the resulting company -- DCCC, LLC -- is too similar to the name of an already existing Florida company -- DC/CC, LLC - Document Number L03000051561.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 510A00018504

**CERTIFICATE OF CONVERSION  
FOR  
OTHER BUSINESS ENTITY  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 OCT -6 PM 4:40

*This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes:*

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

**DCCC LIMITED PARTNERSHIP**

A12058

2. The "Other Business Entity" is a limited partnership first organized, formed or incorporated under the laws of the State of Florida on February 4, 1982.

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:

N/A

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

**DCCC OF MIAMI, LLC**

5. If not effective on the date of filing, the effective date is: Date of filing.

Signed this 16<sup>th</sup> day of Sept, 2010.

**REQUIRED SIGNATURE:**

**DCCC OF MIAMI, LLC**

  
Camille Koehl, Manager  
Authorized Representative

**OTHER BUSINESS ENTITY:**

**DCCC LIMITED PARTNERSHIP**

By:   
Sigmund Lefkowitz, General Partner

**PLAN OF CONVERSION  
OF  
DCCC LIMITED PARTNERSHIP  
(a Florida limited partnership)  
INTO  
DCCC OF MIAMI, LLC  
(a Florida limited liability company)**

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I. (a) The names of the organization prior to conversion is DCCC LIMITED PARTNERSHIP, a Florida limited partnership.

(b) The name of the organization after conversion is DCCC OF MIAMI, LLC, a Florida limited liability company.

II. The terms and conditions of the conversion are as follows:

(a) The conversion of DCCC LIMITED PARTNERSHIP into DCCC OF MIAMI, LLC shall be contingent upon approval of such conversion by Secretary of the Department of Housing and Urban Development (the "Secretary").

(b) Upon approval of such conversion by the Secretary, the Articles of Organization of DCCC OF MIAMI, LLC and the Certificate of Conversion shall be filed with the Florida Department of State.

(c) Until altered, amended or repealed, as therein provided, the Operating Agreement of DCCC OF MIAMI, LLC (the "Operating Agreement") as in effect at the time the conversion shall become effective, shall be the Operating Agreement of the organization after conversion.

(d) The first annual meeting of the members of organization held after the effective date of the conversion shall be the next annual meeting of the members of DCCC OF MIAMI, LLC.

(e) CAMILLE KOEHL shall be the Manager of DCCC OF MIAMI, LLC when the conversion becomes effective.

(f) Upon the conversion becoming effective, all the rights, privileges, powers, and franchises and all property, real, personal and mixed, and all debts due to DCCC LIMITED PARTNERSHIP on whatever account, belonging to said partnership shall be vested in DCCC OF MIAMI, LLC; and all property, rights and privileges, powers and franchises, and all and every other interest shall be thereafter be the property of DCCC OF MIAMI, LLC. All rights of creditors and all liens upon the property of DCCC LIMITED PARTNERSHIP, shall be preserved unimpaired, and all debts, liabilities, and duties of said partnership shall thenceforth attach to DCCC OF MIAMI, LLC.

(g) Upon the conversion becoming effective, each partner's Partnership Interest in DCCC LIMITED PARTNERSHIP, as provided in Article V, Section 5.03 of the

Partnership Agreement of said partnership, shall be converted into Membership Interest in DCCC OF MIAMI, LLC, as provided in the Operating Agreement.

(h) The Articles of Organization of DCCC OF MIAMI, LLC and the Certificate of Conversion are attached hereto.

(i) The conversion shall be effective as of the time of the filing of the Articles of Organization of DCCC OF MIAMI, LLC and the Certificate of Conversion with the Florida Department of State.

DATED: As of September <sup>9<sup>th</sup></sup>~~16~~, 2010

DCCC LIMITED PARTNERSHIP, a Florida  
limited partnership

By: 

Sigmund Lefkowitz, General Partner

WFB 1035167.3

**ARTICLES OF ORGANIZATION  
OF  
DCCC OF MIAMI, LLC,  
a Florida limited liability company**

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
10 OCT -6 PM 4:40

**ARTICLE I - NAME**

The name of this Florida limited liability company is DCCC OF MIAMI, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and the street address of the principal place of business of the Company is 910 Skokie Boulevard, Suite 225, Northbrook, Illinois 60062.

**ARTICLE III - INITIAL REGISTERED AGENT**

The name and Florida street address of the Registered Agent of the Company is GY CORPORATE SERVICES, INC., 2 Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

**ARTICLE IV - PURPOSE**

This Company is being organized for any lawful purpose.

**ARTICLE V - MANAGER**

The name and address of the Manager is as follows:

**NAME AND ADDRESS**

**TITLE**

CAMILLE KOEHL  
2705 Bay Oaks Drive  
Lakemoor, IL 60051

Manager

**ARTICLE VI - COMPANY EXISTENCE**

The Company's existence shall be effective as of the time of the filing of these Articles of Organization with the Florida Department of State and its existence shall be perpetual.

DATE: Sept 16, 2010.

  
CAMILLE KOEHL, Manager  
Authorized Representative

WILLIAM A. STETSON, ESQ.  
Gunster, Yoakley & Stewart P.A.  
777 South Flagler Drive, Ste. 500E  
West Palm Beach, FL 33401  
Telephone No.: 561-650-0533  
Fax No.: 561-671-2459  
Florida Bar No.: 0321140

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT AND REGISTERED OFFICE**

**LIMITED LIABILITY COMPANY:**

DCCC OF MIAMI, LLC

**REGISTERED AGENT AND REGISTERED OFFICE:**

GY CORPORATE SERVICES, INC.  
2 Biscayne Boulevard, Ste. 3400  
Miami, FL 33131

Having been named as Registered Agent and to accept service of process for the Company named above at the place designated in this Certificate, GY CORPORATE SERVICES, INC. hereby agrees to accept the appointment as Registered Agent and agrees to act in this capacity. GY CORPORATE SERVICES, INC. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent as provided for in Chapter 608, Florida Statutes.

GY CORPORATE SERVICES, INC.

By: 

Michael V. Mitrone

DATE: September 24, 2010.

WPB 1035165.4

WILLIAM A. STETSON, ESQ.  
Gunter, Yoakley & Stewart P.A.  
777 South Flagler Drive, Ste. 500E  
West Palm Beach, FL 33401  
Telephone No.: 561-650-0533  
Fax No.: 561-671-2459  
Florida Bar No.: 0321140