

L11000006218

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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900189630919

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11 JAN 10 AM 9:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR  
JAN 18 2011  
EXAMINER

FILED  
11 JAN 14 PM 4:34  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 10, 2011

SPIEGEL & UTRERA

TALLAHASSEE, FL

SUBJECT: SOUTHMETRO PROPERTIES, LLC

Ref. Number: W11000001477

Confirmation number: 900189630919 Pin Number: 1999.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

11 JAN 14 AM 10:23

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We have received your document for SOUTHMETRO PROPERTIES, 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 are attaching a copy of the DOMESTICATION documents used to register SOUTHMETRO PROPERTIES, INC. in Florida on January 3, 2011.

According to these documents, SOUTHMETRO PROPERTIES, INC. began its existence as a Georgia corporation.

Therefore, Item 2 should state that the "other business entity" was first incorporated under the laws of GEORGIA on March 18, 1999.

Item 3 should state that the jurisdiction under which the company is presently registered is FLORIDA.

And unless you want a FUTURE EFFECTIVE DATE for this conversion, NO EFFECTIVE DATE should be stated in Item 5.

ALSO, please note that on the top of the first page of your Articles of Organization, the name -- MM EXPORTS INTERNATIONAL LLC -- is listed. This should obviously be corrected to read "SOUTH METRO PROPERTIES, LLC".

ALSO, in Article 3 of the Articles, unless you are going to specify a future effective date, you should have your "effective immediately upon approval" statement. NO PRIOR EFFECTIVE DATE can be stated in Article 3, because the conversion is going to have an "organizational effective date" of March 18, 1999.

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

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(850) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 011A00000799

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee Florida 32314

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Spiegel + Utrera  
Requester's Name  
\_\_\_\_\_  
Address  
\_\_\_\_\_  
City/State/Zip Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. South metro Properties Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time RD 412 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

*Conversion*

Examiner's Initials

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

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

1. The "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **SOUTHMETRO PROPERTIES, INC.** P11 0000000040
2. The "Other Business Entity" is a corporation first incorporated under the laws of the State of Georgia on March 18, 1999.
3. The jurisdiction of the "Other Business Entity" was changed to Florida on January 3, 2011.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **SOUTHMETRO PROPERTIES, LLC**
5. The conversion shall be effective immediately upon filing.

Signed this 12<sup>th</sup> day of January, 2011.

**Signature of Member or Authorized Representative of Limited Liability Company**

Contessa S. McKenna  
Contessa S. McKenna, Member

**Signature(s) on behalf of Other Business Entity**

Contessa S. McKenna  
Contessa S. McKenna, President

**ARTICLES OF ORGANIZATION**  
**OF**  
**SOUTHMETRO PROPERTIES LLC**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **SOUTHMETRO PROPERTIES, LLC**, ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 5342 Clark Road, #164, Sarasota, Florida 34238, and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon filing with the Florida Secretary of State.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



**SPIEGEL & UTRERA, P.A.**

**L A W Y E R S**

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

## **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

## **ARTICLE 7 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

## **ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Contessa S. McKenna

Secretary: Brian J. McKenna

whose mailing addresses shall be the same as the principal office of the Company.



**SPIEGEL & UTRERA, P.A.**

**LAWYERS**

[www.amerilawyer.com](http://www.amerilawyer.com)

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IN WITNESS WHEREOF, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this 12<sup>th</sup> day of January, 2011.

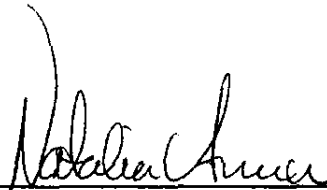


Contessa S. McKenna, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By: 

Natalia Utrera, Vice President



**SPIEGEL & UTRERA, P.A.**

**L A W Y E R S**

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