

L 11000038829

(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:

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11 MAR 30 PM 2:54

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

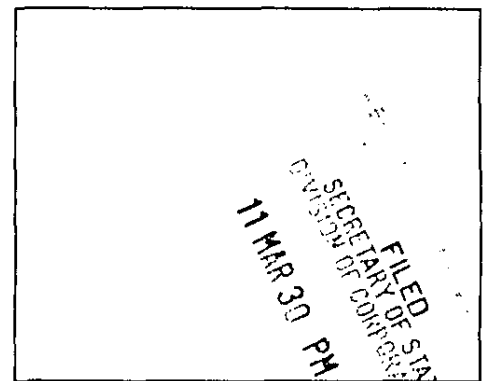
11 MAR 30 PM 3:23

B. KOHR

MAR 31 2011

EXAMINER

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



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

XERISCAPE LLC

CK# 5115 FOR \$150.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

\_\_\_ CERTIFIED COPY

XXX STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** XERISCAPE 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:

Antonio L. Martinez, Esq.

(Contact Person)

Machado & Herran, P.A.

(Firm/Company)

8500 SW 8 Street #238

(Address)

Miami, Florida 33144

(City, State and Zip Code)

tony@machadolaw.com

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

For further information concerning this matter, please call:

Antonio L. Martinez, Esq.

(Name of Contact Person)

at ( 305 ) 261-5355

(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

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 30, 2011

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: XERISCAPE LLC  
Ref. Number: W11000018079

RECEIVED  
11 MAR 31 PM 2:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
11 MAR 30 PM 3:23

We have received your document for XERISCAPE 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):

The Certificate of Conversion must state the effective date of the conversion. The effective date 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 of the conversion under the laws governing the other business entity.

This document was received in our office on 03/30/11.

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) 245-6067.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 811A00007754

\* RE-SUBMITTING  
W/ CORRECTIONS  
PLEASE RETAIN  
ORIGINAL SUBMISSION  
DATE 3/30/11

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 MAR 30 PM 3:23

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:

XERISCAPE INC.

(Enter Name of Other Business Entity)

PO-9000067409

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 August 10, 2009

(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:

\_\_\_\_\_

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

XERISCAPE LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 3-30-11

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this \_\_\_\_\_ day of March \_\_\_\_\_ 2011 \_\_\_\_\_.

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

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: \_\_\_\_\_

Printed Name: Matthew Munilla

Title: Manager

**Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: \_\_\_\_\_

Printed Name: Matthew Munilla

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 FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

**XERISCAPE LLC**

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

**ARTICLE II - Address:**

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

**Principal Office Address:**

26100 SW 157 Ave

Homestead, Florida 33131-1319

**Mailing Address:**

26100 SW 157 Ave

Homestead, Florida 33131-1319

**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:

Antonio L. Martinez, Esq.

Name

8500 SW 8 Street #238

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

Miami

FL 33144

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..*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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DIVISION OF CORPORATIONS  
11 MAR 30 PM 3:23

**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

**Name and Address:**

MGR

Matthew Munilla

2895 Kalakaua Avenue, Unit 1607

Honolulu, Hawaii 96815

MGR

Raul Munilla

6108 Paradise Point

Palmetto Bay, Florida 33157-2607

MGR

Michael Munilla

10943 SW 78 Avenue

Pinecrest, Florida 33156

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

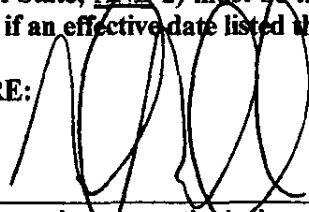
(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: March 30, 2011.

(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

**REQUIRED SIGNATURE:**



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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Michael Munilla

Typed or printed name of signee