

L11000053429

(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:

W11 000022680

Office Use Only



500202006505

04/21/11--01032--021 **185.00

FILED
11 MAY -4 PM 3:16
CLERK OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 05 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 22, 2011

DAVID H. ROSENBERG, P.L.
1626 RINGLING BLVD, 5TH FLOOR, STE 500
SARASOTA, FL 34236

SUBJECT: 4420 SOUTH TRAIL, LLC
Ref. Number: W11000022680

We have received your document for 4420 SOUTH TRAIL, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 511A00009812

FILED
11 MAY -4 PM 3:16
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT



DAVID H. ROSENBERG, P.L.

ATTORNEYS AT LAW

May 2, 2011

VIA FEDERAL EXPRESS

Division of Corporations
Deborah Bruce, Regulatory Specialist II
2661 Executive Center Circle
Tallahassee, FL 32399

RE: **4420 SOUTH TRAIL CORP.**

Dear Ms. Bruce:

Per our discussion last week, enclosed please find the Amended Certificate of Conversion of the above entity.

Please let me know if you need anything further at this time.

Very truly yours,

David H. Rosenberg, Esq.
Board Certified in Real Estate Law
For the Firm

Enclosure as Noted

FILED
11 MAY -4 PM 3:46
TALLAHASSEE, FLORIDA



DAVID H. ROSENBERG, P.L.

ATTORNEYS AT LAW

April 20, 2011

VIA FEDERAL EXPRESS

Division of Corporations
Registration Section
2661 Executive Center Circle
Tallahassee, FL 32399

RE: **4420 SOUTH TRAIL CORP.**

Dear Sir/Madam:

Enclosed herewith for filing is the Certificate of Conversion and corresponding Articles of Organization for the above named LLC.

Also, **enclosed** please find a check in the amount of \$185.00, representing payment of your filing fee, certified copy and certificate of status.

If you have any questions with regard to this letter and/or the enclosure, please do not hesitate to contact me.

Very truly yours,

David H. Rosenberg, Esq.
Board Certified in Real Estate Law
For the Firm

Enclosure as Noted

FILED
11 MAY -4 PM 3:16
CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
For
"OTHER BUSINESS ENTITY"
Into
FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Section 608.439 of the Florida Statutes, the following "Other Business Entity" hereby submits the attached Articles of Organization and this Certificate of Conversion to convert it to a Florida Limited Liability Company.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion was 4420 SOUTH TRAIL CORP.
2. The "Other Business Entity" was a Florida corporation first formed on February 27, 1995 under the laws of Florida.
3. After the filing of this document, the "Other Business Entity" shall become a Florida Limited Liability Company to be known as 4420 SOUTH TRAIL, LLC, as set forth in the attached articles of organization.
4. The Effective Date shall be on the date of filing hereof.
5. 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 Section 608.439 of the Florida Statutes, in effecting the conversion.
6. The "Other Business Entity" currently existing on the official record of the jurisdiction under which it is currently organized, formed or incorporated.

Dated this 15th day of April, 2011.

4420 SOUTH TRAIL CORP
a Florida corporation


MARVIN KAPLAN, PRESIDENT

4420 SOUTH TRAIL, LLC
a Florida limited liability company


MARVIN KAPLAN, MANAGER

FILED
11 MAY -4 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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.)

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

4420 SOUTH TRAIL, LLC

ARTICLE I

Name

The name of this limited liability company is 4420 SOUTH TRAIL, LLC (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company are:

5309 29th Street East
Ellenton, Florida 34222

ARTICLE III

Purpose

The purpose for which this limited liability company is organized is for any and all lawful business as a limited liability company.

ARTICLE IV

Duration

The period of duration for the Company is perpetual.

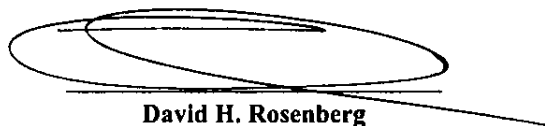
ARTICLE V

Registered Office and Agent

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

David H. Rosenberg, Esq.
1626 Ringling Boulevard
Fifth Floor, Suite 500
Sarasota, Florida 34236

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.


David H. Rosenberg

FILED
11 MAY -4 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Management

The company is to be managed by one or more managers and is, therefore, a manager-managed company.
The name and address of the initial manager of the Company is:

Marvin Kaplan
PO Box 49586
Sarasota, Florida 34230

&

Dane P. Deruiz
PO Box 2618
Sarasota, Florida 34230

ARTICLE VII
Limitation on Agency Authority of Members

Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

ARTICLE VIII
Written Operating Agreement

Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

Dated this 15th day of April, 2011.

By: 
MARVIN KAPLAN
Manager

(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
11 MAY -4 PM 3:17
CLERK OF STATE
TALLAHASSEE, FLORIDA