

L11000116679

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

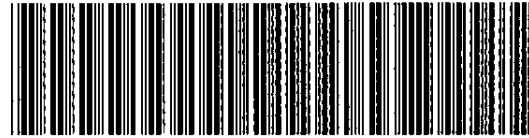
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000212509150

09/27/11--01007--024 **155.00

EFFECTIVE DATE 09-28-11

FILED
11 SEP 27 AM 10:50
CLERK, FLA. STATE
TALLAHASSEE, FLORIDA

B. BOSTICK
OCT 12 2011
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HWJ Capital Partners II, 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:

Craig M. Oberweger, Esq.

(Contact Person)

Schwartz Lewis and Assoc

(Firm/Company)

2000 Glades Road Ste 208

(Address)

Boca Raton, Florida 33431

(City, State and Zip Code)

craig@schwartzlewis.com

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

For further information concerning this matter, please call:

Craig M. Oberweger, Esq.

at (561)

391-9943

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input checked="" type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

FILED
11 SEP 27 AM 10:53
STATE OF FLORIDA
TALLAHASSEE

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

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:

HWJ Capital Partners II, LLC.

M11000003514

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LLC

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

on 04/26/2004

(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:

N/A

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

HWJ Capital Partners II, LLC.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: ~~04/26/2004~~ 9/28/2011

(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.

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1 SEP 27 AM 10:53
STATE
TALLAHASSEE, FLORIDA

Signed this 23 day of September 20 11.

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: Joseph W. Harch

Printed Name: Joseph W. Harch

Title: Managing Member

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: Joseph W. Harch

Printed Name: Joseph W. Harch

Title: Managing Member

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)

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11 SEP 27 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

HWJ Capital Partners II, 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:

7350 NE 8th Dr. Boca Raton,
FL 33487

Mailing Address:

7350 NE 8th Dr.
Boca Raton, FL 33487

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:

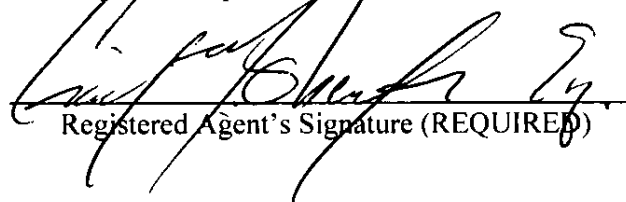
Craig M. Oberweger, Esq.
Name

2000 Glades Rd Ste 208
Florida street address (P.O. Box **NOT** acceptable)

Boca Raton, Florida 33431 FL
City, State, and Zip

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11 SEP 27 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

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:

MGRM

Joseph W. Harch

1350 NE 8th Dr.
BOCA RATON, FL 33487

DEPT. OF STATE
TALLAHASSEE, FLORIDA

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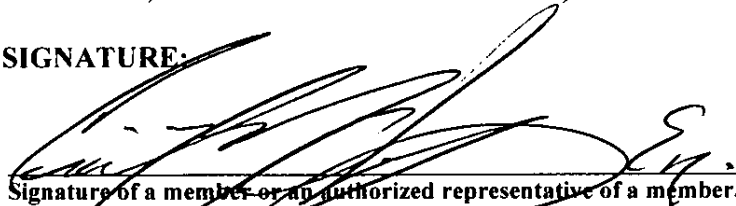
(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing:

9/28/11
08/30/2011
(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.)

Craig M. Oberweger, Esq.

Typed or printed name of signee



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 28, 2011

CRAIG M. OBERWEGER, ESQ.
SCHWARTZ LEWIS AND ASSOC
2000 GLADES ROAD, SUITE 208
BOCA RATON, FL 33431

SUBJECT: HWJ CAPITAL PARTNERS II, LLC.
Ref. Number: M11000003514

We have received your document for HWJ CAPITAL PARTNERS II, LLC. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion 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 listed in the Florida Articles of Organization, if any.

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) 245-6028.

Barbara Bostick
Regulatory Specialist II

Letter Number: 511A00022430