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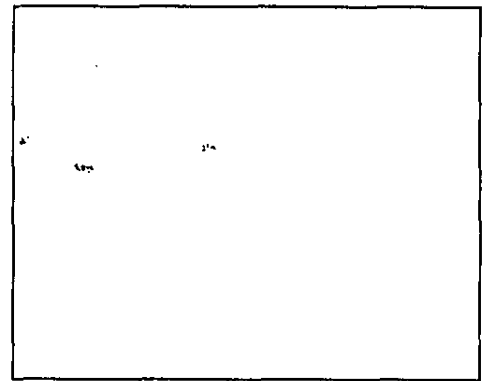
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ENTITY NAME:

EWC GABLES, LLC

CK# 5674 FOR \$155.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

\_\_\_ CERTIFIED COPY

XXX STAMPED COPY

XXX CERTIFICATE OF STATUS

Examiner's Initials

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

FILED  
12 APR 26 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 section 608.439, Florida Statutes.

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

**EWC Gables, Inc.,**  
**a Florida corporation**  
**Doc. # P11000106311**

2. The "Other Business Entity" is a Florida corporation first organized, formed or incorporated under the laws of Florida on December 15, 2011.

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:

**EWC Gables, LLC,**  
**a Florida limited liability company**

5. This Certificate of Conversion shall be effective as of the date of filing with the Florida Department of State.

Signed this 24 day of April, 2012.

Signature of Authorized Person:

By: 

David Coba,  
As President of EWC Gables, Inc.  
As an Authorized Representative of EWC Gables, LLC

**PLAN OF CONVERSION  
FOR  
EWC GABLES, INC.  
TO  
EWC GABLES, LLC**

April~~21~~<sup>2</sup>, 2012

*The following plan of conversion is submitted in compliance with Sections 607.1112 and 608.439 of the Florida Statutes:*

1. The name, form and jurisdiction of the organization **before conversion** is:

**EWC Gables, Inc.  
a Florida corporation  
Doc. # P11000106311**

2. The name, form and jurisdiction of the organization **after conversion** is:

**EWC Gables, LLC  
a Florida limited liability company**

3. Upon the conversion becoming effective, EWC Gables, LLC, shall be governed by the terms and provisions of the Florida Limited Liability Company Act.

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

(a) **Assumption of Assets.** All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of EWC Gables, Inc. shall be transferred to and vested in EWC Gables, LLC, without further act or deed.

(b) **Assumption of Obligations.** All obligations of EWC Gables, Inc. shall become the obligations of EWC Gables, LLC.

(c) **Conversion of Common Stock.** EWC Gables, Inc. has four (4) shareholders as follows:

<b><u>Shareholder</u></b>	<b><u>Ownership Interest</u></b>
David Coba	35% (350 Shares of Common Stock – Unissued)
Joshua Coba	35% (350 Shares of Common Stock – Unissued)
Galo Coba	20% (200 Shares of Common Stock – Unissued)
Jessica Coba	10% (100 Shares of Common Stock – Unissued)

Upon the conversion becoming effective, all of EWC Gables, Inc.'s issued and outstanding shares shall be converted into one hundred percent (100%) ownership of the membership interests in EWC Gables, LLC on a pro-rata, one-to-one basis based on the ownership interests above. It is contemplated then, upon conversion, each equity holder will contribute their interests in EWC Gables, LLC to EWC Family, LLC, a Florida limited liability company which is held in the same proportion as their ownership in EWC Gables, Inc. and which will serve as a holding company for this ownership group's interest in EWC Gables, LLC.

(d) Tax Status. Immediately following the effectuation of the conversion, each equity holder will contribute their respective interests in EWC Gables, LLC to EWC Family, LLC, a Florida limited liability company which is held in the same proportion as their ownership in EWC Gables, Inc. and which will serve as a holding company for this ownership group's interest in EWC Gables, LLC. Immediately following that contribution, EWC Family, LLC will contribute all of its interests in EWC Gables, LLC (as received from each of the equity holders of EWC Gables, Inc.) to EWC Group Holding, LLC, a Florida limited liability company, as part of its required capital contribution under an operating agreement with the other parties thereto, including EWC Group Holding, LLC. Upon such contribution, EWC Gables, LLC will have one (1) member which will be EWC Group Holding, LLC, and will therefore be disregarded for tax purposes in accordance with the Internal Revenue Code of 1986, as amended, Treasury Regulations promulgated thereunder and any applicable state income (or franchise) tax code and regulations, such that the assets, liabilities, income and expenses of EWC Gables, LLC shall be treated (for income tax purposes only) as the assets, liabilities, income and expenses of EWC Group Holding, LLC, its sole member.

5. A copy of the Articles of Organization for EWC Gables, LLC, as shall be filed with the Florida Department of State, are attached hereto as Exhibit A. The Articles of Organization, the Certificate of Conversion and the Plan of Conversion were approved and adopted by the Shareholders and the Board of Directors by unanimous written consent on April \_\_, 2012.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the shareholders of the corporation to be converted.
7. The signature of the president of the corporation to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of his authority to execute and deliver such instruments or documents.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, this Plan of Conversion is effective as of the date first written above.

By: 

David Coba, President of EWC Gables, Inc.

**Exhibit A**

**ARTICLES OF ORGANIZATION**

**[see attached]**

**ARTICLES OF ORGANIZATION**  
**FOR**  
**EWC GABLES, LLC**

*(A Florida Limited Liability Company)*

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE 1**

**NAME**

The name of the Limited Liability Company is EWC Gables, LLC (the "Company").

**ARTICLE 2**

**DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3**

**NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4**

**ADDRESS**

The initial principal office address and the initial mailing address of the Company is 1212 South Dixie Highway, Coral Gables, Florida 33146.

**ARTICLE 5**

**INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of the Company at that address is GY Corporate Services, Inc.



## **ARTICLE 6**

### **MEMBERSHIP CERTIFICATES**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

## **ARTICLE 7**

### **INDEMNIFICATION**

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, managing member or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.
- (c) In the case of a manager or managing member, a circumstance under which the liability provisions of section 608.426 of the Florida Statutes are applicable.

(d) Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

## ARTICLE 8

### AMENDMENT

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

24 IN WITNESS WHEREOF the undersigned has executed these Articles as of the day of April, 2012.

A handwritten signature in black ink, appearing to read 'David Coba', is written over a horizontal line.

David Coba, Authorized Representative

*(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.)*

### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts 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 GY Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

GY CORPORATE SERVICES, INC.

By: \_\_\_\_\_

David G. Bates, Vice President

Dated: April 24, 2012.

FILED  
12 APR 26 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA