

L12660070054

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

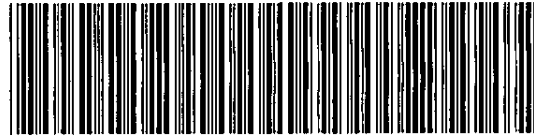
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

MAY 24 2012

EXAMINER



200235226812

05/24/12--01018--010 **180.00

RECEIVED
DEPARTMENT OF STATE
12 MAY 24 AM 11:15

RECEIVED
DEPARTMENT OF COMMERCE
12 MAY 24 PM 12:49

Holland & Knight

Requester's Name
315 South Calhoun Street, suite 600

Address
Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

Office Use Only

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

1. 1550 Brickell Associates
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

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

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

Examiner's Initials

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

FILED
12 MAY 24 PM 12:49
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DALLAS, TEXAS

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" is 1550 Brickell Associates.
2. The "Other Business Entity" is a Florida joint venture / general partnership formed under the laws of the State of Florida on April 2, 1987.
3. The jurisdiction of the "Other Business Entity" was not changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is 1550 Brickell Associates LLC.
5. The effective date is the date of filing of this Certificate of Conversion.
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 under which it is currently organized, formed or incorporated.

Signed this 24th day of May, 2012.

Signature of Authorized Representative of the Limited Liability Company:



Robert Green, Manager Representative
for RBG Brickell Corp.

Signature of Authorized Representative(s) of the Other Business Entity:



Robert Green,
President for Green Construction Corp. No. 2



Robert Green,
President of RBG Brickell Corp.

**ARTICLES OF ORGANIZATION
OF
1550 BRICKELL ASSOCIATES LLC**

The undersigned, being a duly authorized representative of the member(s), desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is 1550 BRICKELL ASSOCIATES LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal and mailing address of the Company is 1550 Brickell Avenue, Miami, FL 33129.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the Company is 1550 Brickell Avenue, Miami, FL 33129 and the name of the Company's initial registered agent at that address is Robert Green.

**ARTICLE IV
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by its Manager, in the manner set forth in the Operating Agreement of the Company and is, therefore, a manager-managed Company. The name and address of the initial manager is:

RBG Brickell Corp.
1550 Brickell Avenue
Miami, FL 33129

FILED
12 MAY 24 PM 12:49
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE VI
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

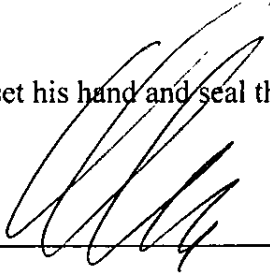
ARTICLE VII
ADDITIONAL MEMBERS

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE VIII
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

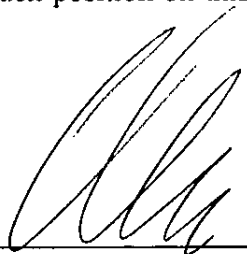
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 24th day of May, 2012.



Robert Green,
Duly Authorized Representative of the
Member(s)

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for 1550 BRICKELL ASSOCIATES LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 24th day of May, 2012.



Robert Green

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