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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

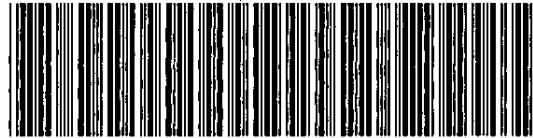
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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T. CLINE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 11 2012
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VENTURA CAPITAL, 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:

STACI HERSHEY
(Contact Person)

GRSH LAW, LLLP
(Firm/Company)

20801 BISCAYNE BLVD, SUITE 306
(Address)

AVENTURA, FLORIDA 33180
(City, State and Zip Code)

SHERSHEY@GRSHLAW.COM
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

STACI HERSHEY at (305) 792-0439
(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
(S25 for Conversion
& \$125 for Articles
of Organization) | <input 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

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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:

VENTURA CAPITAL CORP *M 58884*

(Enter Name of Other Business Entity)

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 09/10/1987

(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 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:

VENTURA CAPITAL, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____

(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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Signed this 7 day of December 20 12

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: Orlando J. Valdes
Printed Name: Orlando J. Valdes 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: Orlando J. Valdes
Printed Name: Orlando J. Valdes Title: President

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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ARTICLES OF ORGANIZATION OF VENTURA CAPITAL, LLC

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

ARTICLE I

NAME

The name of the limited liability company is VENTURA CAPITAL, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is: 1506 Collins Ave., Miami Beach, Florida 33139.

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates: 9551 Banyan Drive, Coral Gables, Florida 33146, as the street address of the initial registered office of the Company and names Orlando J. Valdes, as the Company's initial registered agent at that address to accept service of process within this state.

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.

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ARTICLE V

PURPOSE

The purpose for which the Company is being formed is to engage in the holding, investment, ownership, operation and management of a pool of real estate properties, and to further undertake any lawful commercial enterprises, and any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI

MANAGEMENT

The Company shall be conducted, carried on, and managed by a managing-member(s) and is, therefore, a member(s)-managed Company. The managing-member(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The managing-member(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

ARTICLE VII

MANAGER(S)

The name and address of the initial Manager(s) of the Company is:

Orlando J. Valdes
9551 Banyan Drive, Coral Gables, Florida 33156

ARTICLE VIII

INITIAL AND ADDITIONAL MEMBERS

Unless otherwise provided in the Company's Operating Agreement, the maximum number of ownership units which the Company is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members and/or Managing-Member(s) of the Company in the manner set forth in the Operating Agreement of the Company.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 1 day of December, 2012.

Orlando J. Valdes
Orlando J. Valdes, Organizer

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for VENTURA CAPITAL 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 7 day of December, 2012.

By: Orlando J. Valdes
Orlando J. Valdes

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