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(City/State/Zip/Phone #)

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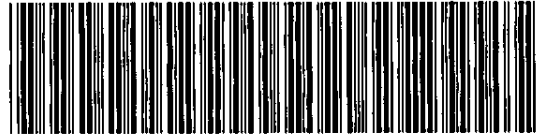
(Business Entity Name)

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DEC 27 2012
T. HAMPTON



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 473675 7578406

AUTHORIZATION :

COST LIMIT : \$ 150

ORDER DATE : December 26, 2012

ORDER TIME : 1:08 PM

ORDER NO. : 473675-005

CUSTOMER NO: 7578406

DOMESTIC FILING

NAME: MJG PROPERTIES, LLC

EFFECTIVE DATE:

_____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP
XX _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

**CERTIFICATE AND PLAN OF CONVERSION
OF
MJG PROPERTIES, INC.
TO
MJG PROPERTIES, LLC**

12 DEC 26 AM 8:59

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **MJG PROPERTIES, INC.**, a Florida corporation (the "Corporation"), into **MJG PROPERTIES, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. **MJG PROPERTIES, INC.**, a Florida corporation, was formed on February 1, 1988.
2. The name of the Florida limited liability company is **MJG PROPERTIES, LLC**, and it will be the resulting entity which will be governed by the laws of the State of Florida.
3. This Certificate and Plan of Conversion shall be effective December 26, 2012.
4. Pursuant to the conversion transaction, the shares issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned have executed this Certificate and Plan of Conversion effective as of the 1st day of December, 2012.

MJG PROPERTIES, INC.,
Converting Entity

By: 
MARK J. GORDON, President

MJG PROPERTIES, LLC,
Resulting Entity

By: 
MARK J. GORDON, President

EXHIBIT A

**ARTICLES OF ORGANIZATION
OF
MJG PROPERTIES, LLC
(a Florida limited liability company)**

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**ARTICLES OF ORGANIZATION
OF
MJG PROPERTIES, LLC
(a Florida limited liability company).**

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **MJG PROPERTIES, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

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

Presidential Suites Ltd
Suite 400
2875 NE 191st Street
Aventura, FL 33180

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

Presidential Suites Ltd
Suite 400
2875 NE 191st Street
Aventura, FL 33180

The undersigned Member has executed these Articles of Organization effective as of the 1st day of December, 2012.



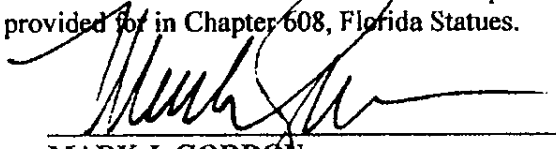
MARK J. GORDON, Member

The effective date is 12/26/12

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **MJG PROPERTIES, LLC** at the place designated in Article III of the Articles of Organization, **MARK J. GORDON**, hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties. **MARK J. GORDON** is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, Florida Statutes.



MARK J. GORDON

Date: December 24, 2012

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