

L 13000000614

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

P04-43927

(Document Number)

Certified Copies _____

Certificates of Status _____

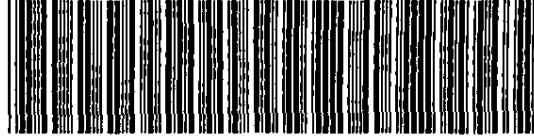
Special Instructions to Filing Officer:

A. LUNT

JAN - 2 2013

EXAMINER

Office Use Only



600242947736

12/28/12--01013--015 **150.00

FILED
2012 DEC 28 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS&B
COMITER, SINGER
BASEMAN & BRAUN
ATTORNEYS AT LAW

RICHARD B. COMITER
MICHAEL S. SINGER
ALAN H. BASEMAN
KEITH B. BRAUN

FINANCIAL CENTER AT THE GARDENS
3801 PGA BOULEVARD, SUITE 604
PALM BEACH GARDENS, FL 33410

TELEPHONE 561.626.2101
TOLL FREE 800.226.1484
FACSIMILE 561.626.4742
www.comitersinger.com

LISA Z. HAUSER
ANDREW R. COMITER
D. GRAHAM HILL

OFFICE ADMINISTRATOR:
MERYL S. FRID

OF COUNSEL:
BARRY A. NELSON

December 27, 2012

Via Federal Express

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: JCN Lending, Inc., Certificate of Conversion

Dear Sirs/Madame:

Enclosed please find the following documents in connection with the conversion of JCN Lending, Inc., a Florida corporation, to a Florida limited liability company to be filed with the State of Florida pursuant to Sections 607.1112 and 608.439, Florida Statutes:

1. Certificate of Conversion; and
2. Articles of Organization.

We have also included our Firm's checks in the amount of \$150.00 for the filing fees in connection with the filing of the above referenced documents.

Thank you for your prompt attention to this matter. If you have any questions regarding these enclosures, please do not hesitate to call me or my assistant, Anne Sprague.

Very truly yours,



D. Graham Hill, Esq.

Encs.

L:\DOCS\708\03\16G3178.DOCX

FILED
2012 DEC 28 PM 4:16
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01-11-2013 BY 60322

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:

JCN LENDING, INC.

(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 03/10/2004

(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:

JCN LENDING, 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

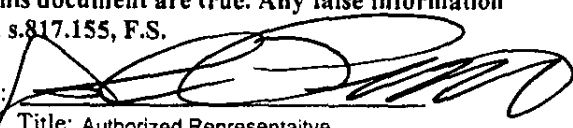
2012 DEC 28 PM 4:16

FILED

Signed this 27 day of December 2012

Signature of Member or Authorized Representative of Limited Liability Company:

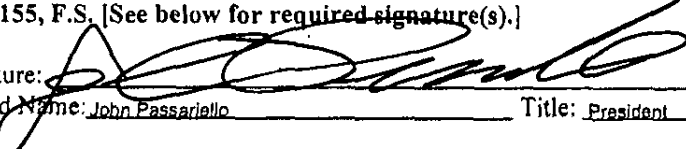
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 

Printed Name: John Passariello

Title: Authorized Representative

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: 

Printed Name: John Passariello

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)

2012 DEC 28 PM 4:16
SECRETARY OF STATE
HALLMARKS, FLORIDA

FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

JCN LENDING, 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:

2953 W. Cypress Creek Road

STE 101

Fort Lauderdale FL 33309

Mailing Address:

2953 W. Cypress Creek Road

STE 101

Fort Lauderdale FL 33309

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:

John Passariello

Name

2953 W. Cypress Creek Road STE 101

Florida street address (P.O. Box NOT acceptable)

Fort Lauderdale FL 33309

City, State, and Zip

FILED
2012 DEC 28 PM 4:17
CLERK OF DISTRICT COURT
HALL COUNTY 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:

MGR

John Passariello

2953 W. Cypress Creek Road STE 101

Fort Lauderdale FL 3309

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL 32399

2012 DEC 28 PM 4:17


FILED

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____
(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.)

John Passariello, Authorized Representative

Typed or printed name of signee