

L13000043989

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

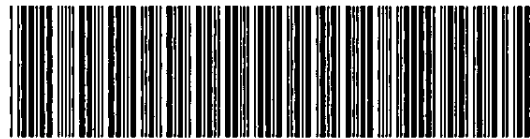
Special Instructions to Filing Officer:

MAR 25 2013

L. SELLERS

~~to be sold~~

Office Use Only



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01/30/13--01025--017 **150.00

FILED
13 MAR 25 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
P.O. BOX 4961 (32802-4961)
TELEPHONE: 407.839.4200
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ANTHONY W. JUSTICE, PARALEGAL
DIRECT LINE: 407-839-4214
EMAIL: ajustice@broadandcassel.com

January 24, 2013

PERSONAL AND CONFIDENTIAL

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: VBP #1 Holdings of Florida, LLC

Dear Clerk:

Enclosed for filing are the following documents necessary to domesticate the above-referenced LLC:

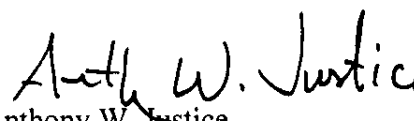
1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
2. Application by Foreign Limited Liability Company to File Amendment to Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
3. Certificate of Good Standing from Nevada.

Also enclosed is our check in the amount of \$150.00 to cover the cost associated with this filing (\$125.00 for the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and \$25.00 for the Amendment to the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. Once filed, please forward any confirmation of such filing to our office in the self-addressed stamped envelope provided.

Should you have any questions or comments, please contact our office. Best regards.

Sincerely,

BROAD AND CASSEL


Anthony W. Justice
Paralegal

:aj



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2013

ANTHONY W. JUSTICE
390 NORTH ORANGE AVENUE, STE. 1400
ORLANDO, FL 32801

SUBJECT: VBP #1 HOLDINGS OF FLORIDA, LLC
Ref. Number: W13000006340

We have received your document for VBP #1 HOLDINGS OF FLORIDA, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Leslie Sellers
Regulatory Specialist II

Letter Number: 013A00002581

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:

VBP #1 Holdings of Florida, LLC
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Nevada

(Enter state, or if a non-U.S. entity, the name of the country)

on December 19, 2012

(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:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

VBP #1 Holdings of Florida, 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.)

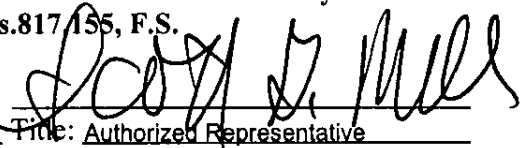
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 4th day of February 20 13.

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: Scott G. Miller

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: Scott G. Miller

Title: Authorized Representative

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)

FILED
13 MAR 25 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
VBP #1 HOLDINGS OF FLORIDA, LLC

The undersigned acting as the organizer of VBP #1 HOLDINGS OF FLORIDA, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is VBP #1 HOLDINGS OF FLORIDA, LLC, a Florida limited liability company (the "Company").

ARTICLE II - Address:

The mailing address and the street address of the principal office of the Company is 129 Rio Pinar Trail, Ormond Beach, FL 32174.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its manager, and the name and address of the manager, who is to serve as initial manager until the first annual meeting of members or until his successor(s) are elected and qualified are:

<u>Name</u>	<u>Address</u>
Vinod B. Patel	129 Rio Pinar Trail Ormond Beach, FL 32174

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

FILED
10 APR 25 PM 12:05
STATE OF FLORIDA

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., a Florida corporation, and the street address of the Company's registered agent is 390 North Orange Avenue, Suite 1400, Orlando, FL 32801. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

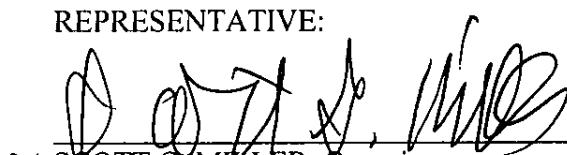
Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Member Interests:

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

IN WITNESS WHEREOF, the undersigned Member representative has executed these Articles of Organization as Organizer this 4th day of February, 2013.

REPRESENTATIVE:


SCOTT G. MILLER, Organizer

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is VBP #1 HOLDINGS OF FLORIDA, LLC.

2. The name and address of the registered agent and its office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.,
390 North Orange Avenue
Suite 1400
Orlando, FL 32801

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 4th day of February, 2013.

B&C Corporate Services of Central Florida,
Inc.

By: 

SCOTT G. MILLER