

L13000102767

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

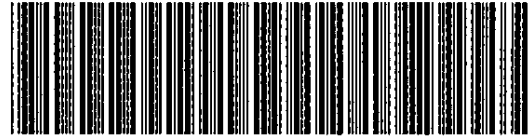
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~Not a new~~
~~effective date~~
Conversion
713A-000-114996

Office Use Only



600248601936

07/11/13--01025--006 **115.00

06/06/13--01008--025 **35.00

DEPT OF STATE
MAIL ROOM
JUL 19 2013

2013 JUL 19 PM 4:10

FILED

J. SAULSBERRY
EXAMINER

JUL 19 2013

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Conversion of S Corporation into a Limited Liability Corporation
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Regina Campbell-Tamburello, Esq.

Contact Person

The Campbell Law Group PA

Firm/Company

2000 Ponce De Leon Blvd, 6th Fl

Address

Coral Gables, FL 33134

City, State and Zip Code

r.campbell@thecampbelllawgroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Regina Campbell-Tamburello, Esq. at (305) 794-5136

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

H.R. Security Consultant, Corp.

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

H.R. Security Consultant, L.L.C

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a Limited Liability Corporation (formed upon conversion of existing company)
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Florida**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: _____

*PD6000043488
3-24-06*

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8. This conversion shall be effective in Florida on: _____
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
10127 NW 55th Terrace

Miami, FL 33178

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

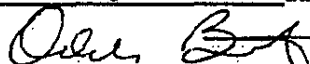
Street Address: c/o Regina Campbell-Tamburello, Esq.

2000 Ponce De Leon Blvd, 6th Floor Coral Gables, FL 33131

Mailing Address: Same as above

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 20th day of May 20 13.

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Odalis Borroto Title: Director

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

2013 JUL 10 AM 10:10
FLORIDA DEPARTMENT OF STATE
DOCS & SERVICES

**ARTICLES of ORGANIZATION
For
Florida Limited Liability Company**

Article I

The name of the Limited Liability Company is:
H.R. & SECURITY CONSULTANT, LLC

Article II

The mailing address of the principal office of the Limited Company is:
10127 NW 55 TERRACE

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS

Article IV

The name and Florida street address of the registered agent is:
Regina Campbell, Esq.
2000 Ponce De Leon, 6th Floor
Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above stated limited liability company as 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 f my duties, and I am familiar with and accept the obligation of my position as registered agent:

Registered Agent Signature: /s/ Regina Campbell, Esq.

Article V

The name and address of managing members/managers are:
Title : MGR
Odalis Borroto
10127 NW 55 TERRACE
Miami, FL 33178

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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Article VI

The effective date for this Limited Liability Company shall be:

05/17/2013

Signature of member or an authorized representative of a member

Electronic Signature: Odalis Borroto



Odalis Borroto

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a documents to the Department of State constitutes a third degree felony as provided for the s.817.155,F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF THE MANAGING MEMBER OF
H.R. & SECURITY CONSULTANT, LLC**

The undersigned, as Director and Sole Owner of H.R. & SECURITY CONSULTANT, CORP., a Florida Corporation (the "Company"), acting by unanimous written consent in lieu of an board of directors meeting, hereby adopts, approves and authorizes the actions set forth below and hereby directs the Secretary of the Company to place this consent in the minutes of the proceedings:

1. The President of the Company hereby: (a) approves the conversion of H.R. & Security Consultant, Corp., a Florida Profit Corporation to a Limited Liability Corporation, with an effective date of May 17, 2013, pursuant to Florida Statute 607.1112; (b) approves the Certificate of Conversion filed on behalf of the Company with the Florida Department of State's Division of Corporations on May 22, 2013 with an Effective Date of May 17, 2013; (c) approves the Articles of Organization of the Company submitted to the Florida Department of State's Division of Corporations on May 22, 2013 with an Effective Date of May 17, 2013; and (d) directs the Secretary of the Company to place a copy of the Articles of Organization and accompanying foregoing documents in the minute book of the Company.
2. The Director and sole owner hereby approves and agrees that all Five Hundred (500) Shares of H.R. & Security Consultant, Corp. Capital Stock, having a par value of One Dollar (\$1.00) and solely owned by its Director, Odalis Borroto, shall be converted and transferred in like value to the Managing Member of the Company as One Hundred Percent (100%) Membership Interest in the Company.
4. The Director of the Company is hereby authorized, in the name of and/or on behalf of the Company, to execute and deliver all agreements, certificates, documents, instruments and notices and to do all things necessary and appropriate in order to carry out and effect the intent of the foregoing. The Director hereby ratifies and confirms any and all such actions.

Executed by the undersigned, as sole owner and Director of H.R. & Security Consultant, CORP. on May 17, 2013.

PRESIDENT:


ODALIS BORROTO

CLERK OF STATE
TALLAHASSEE, FLORIDA

2013 JUL 19 PM 4:10

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UNANIMOUS WRITTEN CONSENT OF THE MANAGING MEMBER OF
H.R. & SECURITY CONSULTANT, LLC

The undersigned, as Managing Member of H.R. & SECURITY CONSULTANT, LLC, a Florida limited liability company (the "Company"), acting by unanimous written consent in lieu of an organizational meeting, hereby adopts, approves and authorizes the actions set forth below and hereby directs the Secretary of the Company to place this consent in the minutes of the proceedings.

1. The Managing Member of the Company hereby: (a) approves the conversion of H.R. & Security Consultant, Corp., a Florida Profit Corporation, to a Limited Liability Corporation, with an effective date of May 17, 2013, pursuant to Florida Statute 607.1112; (b) approves the Certificate of Conversion filed on behalf of the Company with the Florida Department of State's Division of Corporations on May 22, 2013 with an Effective Date of May 17, 2013; (c) approves the Articles of Organization of the Company submitted to the Florida Department of State's Division of Corporations on May 22, 2013 with an Effective Date of May 17, 2013; and (d) directs the Secretary of the Company to place a copy of the Articles of Organization and accompanying foregoing documents in the minute book of the Company.
2. The Managing Member hereby approves and agrees that all Five Hundred (500) Shares of H.R. & Security Consultant, Corp. Capital Stock, having a par value of One Dollar (\$1.00) and solely owned by its President, Odalis Borroto, shall be converted and transferred in like value to the Managing Member of the Company as One Hundred Percent (100%) Membership Interest in the Company.
3. The Managing Member of the Company hereby approves the establishment and/or re-establishment of bank accounts for the Company.
4. The Managing Member of the Company is hereby authorized, in the name of and/or on behalf of the Company, to execute and deliver all agreements, certificates, documents, instruments and notices and to do all things necessary and appropriate in order to carry out and effect the intent of the foregoing. The Managing Member hereby ratifies and confirms any and all such actions.

Executed by the undersigned, as sole Managing Member of H.R. & Security Consultant, LLC on May 14, 2013.

MANAGING MEMBER:


ODALIS BORROTO

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CLERK OF STATE
TALLAHASSEE FLORIDA