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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 _____

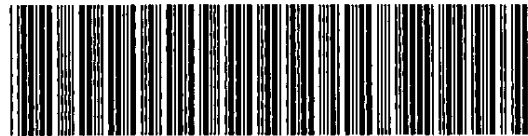
Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SouthPoint Office Plaza, 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:

Roland Hauber
(Contact Person)
SouthPoint Office Plaza, LLC
(Firm/Company)
747 Pelican Court
(Address)
Marco Island, FL 34145
(City, State and Zip Code)
rshflorida@gmail.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Roland Hauber at (239) 285-3700
(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
(\$25 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

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:

SouthPoint Office Plaza, 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 5/31/11

(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**:

SouthPoint Office Plaza, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: date of filing
(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 23 day of July 2013.

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: Roland Hauber

Title: Member/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: _____

Printed Name: Roland Hauber

Title: President

Signature: _____

Printed Name: Sandra Hauber

Title: Vice President

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)

RESOLUTION

Regarding Conversion of
SouthPoint Office Plaza, Inc. a Florida Corporation
To
SouthPoint Office Plaza, LL, a Florida Limited Liability Co.

At a meeting duly called by all of the shareholders, directors and officers of SouthPoint Office Plaza, Inc. the following resolution was duly adopted by unanimous vote:

BE IT RESOLVED THAT:

The Corporation file a Certificate of Conversion pursuant to F.S. 608.439 to convert to a Florida Limited Liability Company under the same name as the corporation previously had except the letters "LLC" will replace "Inc.,"

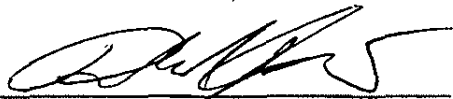
That in accord with the above statute the LLC will have been deemed to commence on the original filing of the corporation namely May 31, 2011,

That all assets of the entity will remain the same,

That the shares of the stock in the corporation will be surrendered and converted into membership certificates and reissued.

There being no further business the meeting was adjourned. The undersigned are all of the shareholders, directors and officers.

Date 7/23/2013



Roland Hauber, President
Board Member
Shareholder



Sandra Hauber, V-President
Board Member
Shareholder

**ARTICLES OF ORGANIZATION
OF
SOUTHPOINT OFFICE PLAZA, LLC**

In order to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act, Ch. 608 (the "Act"), we the undersigned hereby execute these Articles of Organization in accordance with the provisions of Section 608.407 of the Act and state that the statements set forth below as to the certain terms of the Limited Liability Company set forth herein are true and correct.

I. NAME

The name of the limited liability company is **SouthPoint Office Plaza, L.L.C.** This is a conversion from a prior entity known as SouthPoint Office Plaza, Inc. formed May 31, 2011 under Florida Secretary of State document #P11000051073. and the Certificate of Conversion was filed pursuant to F.S. 608.439.

II. NATURE OF BUSINESS

The limited liability company shall be for the purpose of owning, acquiring, operating, developing, leasing, selling, constructing and managing real property located in Florida, as well as all other purposes allowed by law. The company shall have all the powers outlined in F.S. 608.404 which may be necessary to effect the purposes set forth in these Articles.

III. BUSINESS ADDRESS

3.1 The mailing address of the Company is 747 Pelican Ct. Marco Island, Fl. 34145.

IV. DURATION

4.1 The duration of the limited liability company shall be deemed to have commenced as of the date of when the entity was originally formed with the Department of State, and shall continue and be perpetual.

4.2 The duration of the Limited Liability Company shall not be affected by the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or other termination of a member's membership in the absence of unanimous consent of the members.

V. ADDRESS

The initial address of the principal office of this limited liability company in the State of Florida is 747 Pelican Ct. Marco Island, Fl. 34145.

The managers may, from time to time, move the principal office to any other address in the State of Florida.

VI. MANAGEMENT

6.1 The management of this limited liability company shall be vested in two (2) or three (3) managers. The initial managers shall serve until the first annual meeting of members or until their successor or successors are elected and qualify. The names and addresses of the initial managers are as follows:

Roland Hauber
747 Pelican Ct.
Marco Island, Fl. 34145

Sandra Hauber
747 Pelican Ct.
Marco Island, Fl. 34145

The members can by resolution increase the number of managers to three (3).

6.2 All managers shall be elected by the members annually. Members shall be entitled to vote that number of votes which equates to their percentage interest in the company. The initial number of votes to be cast shall be two (2).

VII. INITIAL MEMBERS AND ORGANIZERS

7.1 The initial members and organizers of the company and their addresses are as follows:

<u>Names</u>	<u>Addresses</u>	<u>Percentage Interest in Co.</u>	<u>No. of Votes Allocated</u>
Roland Hauber, Trustee of the Roland Hauber Rev. Trust dated 9/24/2008	747 Pelican Ct Marco Island, Fl. 34145	50%	1
Sandra Hauber, Trustee of the Sandra Hauber Rev. Trust dated 9/24/2008	747 Pelican Ct Marco Island, Fl. 34145	50%	

7.2 All transfers or assignments shall be permitted. However, if all other members of the limited liability company, other than the member proposing to dispose of his or its interest, do not approve the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of the limited liability company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

VIII. PROFITS AND LOSSES

8.1 Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company's business that remain after the payment of the expenses of conducting the business. Each member shall be entitled to a distributive share of the profits of the company equal to their percentage ownership in the company. Such distributive share of the profits of the company shall be paid to the members at such time as determined by a majority of the managers.

8.2 Losses. All losses that occur in the operation of the limited liability company's business shall be paid out of the capital of the limited liability company and the profits of the business of the company to the extent possible.

IX. BOOKS AND RECORDS

9.1 The managers shall maintain full and accurate books of the company at the company's place of business, showing all receipts, expenses, assets, liabilities, profits and losses of the company and all other records necessary for the recording of the company's business and affairs.


9.2 The managers shall deliver to all members quarterly interim financial information which shall be reviewed but not audited.


X. REGISTERED AGENT

Roland Hauber whose address for service of process is 747 Pelican Ct. , Marco Island, Florida 34145 shall be the registered agent for the limited liability company.

XI. AMENDMENTS

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the managers, proposed by them to the members, and approved at a members meeting by a unanimous vote thereon, unless all the members and all the managers sign a written statement manifesting their intentions that a certain amendment of these Articles of Organization be made.


Roland Hauber, Organizer


Sandra Hauber, Organizer

SouthPoint Office Plaza,, LLC

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept Service of Process for the above-stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Roland Hauber

This Instrument Was Prepared By:
Craig R. Woodward, Esquire
Florida Bar Number: 0309389
Woodward, Pires & Lombardo, P.A.
606 Bald Eagle Drive, Suite 500
Post Office Box One
Marco Island, Florida 34146
Telephone Number: (239) 394-5161
COR/lamontagne/articles

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