

LI3000172895

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

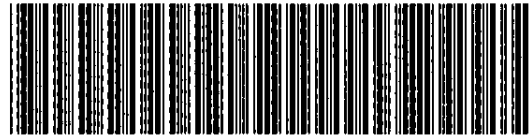
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/11/13--01021--013 **150.00

FILED

13 DEC 11 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-30-13

DEC 16 2013

T. BROWN

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SARAGA/LIPSHY, PL

(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:

Brian Louis Lipshy

(Contact Person)

SARAGA/LIPSHY, PL

(Firm/Company)

201 NE 1st Avenue

(Address)

Delray Beach, FL 33444

(City, State and Zip Code)

lipshy@slpalaw.com

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

For further information concerning this matter, please call:

Brian Louis Lipshy at (561) 330-0660

(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

FILED
13 DEC 11 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

SARAGA & LIPSHY, P.A.

(Enter Name of Other Business Entity)

EFFECTIVE DATE
12-30-13

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 02/19/2001

(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**:

SARAGA/LIPSHY, PL

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: December 30, 2013

(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.)

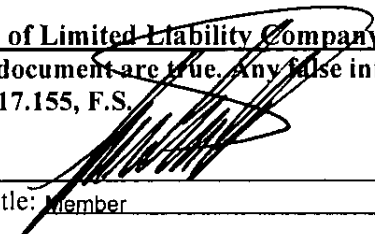
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

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

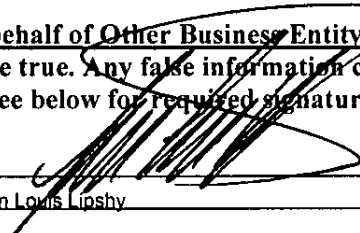
Signed this 2 day of December 2013.

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: Brian Louis Lipshy Title: Member

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: Brian Louis Lipshy Title: Co-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)

ARTICLES OF ORGANIZATION
OF
SARAGA/LIPSHY, PL,
A PROFESSIONAL LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles of Organization ("**Articles**"), hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company is "**SARAGA/LIPSHY, PL**" (the "**Company**").

ARTICLE II - Address:

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

201 NE 1st Avenue
Delray Beach, Florida 33444

ARTICLE III - Duration:

The period of duration for the Company shall be: **Perpetual**

ARTICLE IV - Purpose:

The Company's business and purpose shall consist solely of the following:

- (i) To engage in the practice of law as a professional limited liability company and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this company; and
- (ii) to own property, enter into contracts, and to carry on any business or such other lawful activities permitted to limited liability companies by the Florida Limited Liability Company Act of the State of Florida (the "**Act**") as are incidental, necessary or appropriate to the foregoing.

ARTICLE IV - Management:

The Company is to be managed by the members ("**Members**") who are as follows:

Robert S. Saraga
201 NE 1st Avenue
Delray Beach, FL 33444

Brian Louis Lipshy
201 NE 1st Avenue
Delray Beach, FL 33444

ARTICLE V - Admission of Additional Members:

The right, if given, of the Members to admit additional members and the terms and conditions of the admissions shall be governed by the Operating Agreement of the Company.

ARTICLE VI - Members' Rights to Continue Business:

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of Member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be governed by the Operating Agreement adopted by the members.

ARTICLE VII - Limitation on Agency Authority of Members

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE XII – Registered Agent:

The name and street address of the registered agent and office is:

SLPA, Inc.
201 NE 1st Avenue
Delray Beach, Florida 33444

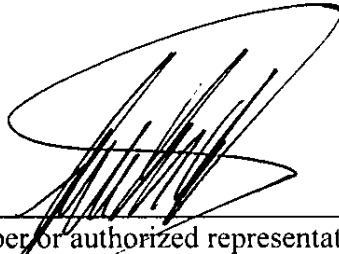
ARTICLE XIII – Indemnification:

The Company shall indemnify and advance expenses to the fullest extent authorized or permitted by the Act to any person made, or threatened to be made, a party to any action, suit or

proceeding by reason of the fact that he is or was the Member of the Company or is or was serving at the request of the Company as a member, director or officer of another Company or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a member of the Company, or any person who is or was serving at the request of the Company as a director, officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XIV - OPERATING AGREEMENT

Any and all Operating Agreements of the Company must be in writing and signed by all members.

A handwritten signature in black ink, consisting of several overlapping loops and strokes, positioned above a horizontal line.

Signature of a member or authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the company is:

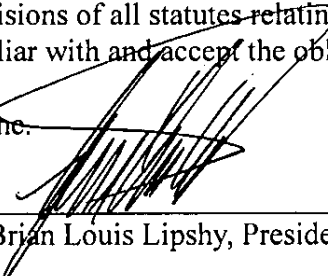
SARAGA/LIPSHY, PL

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

SLPA, Inc.
201 N.E. First Avenue
Delray Beach, Florida 33444

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.

SLPA, Inc.

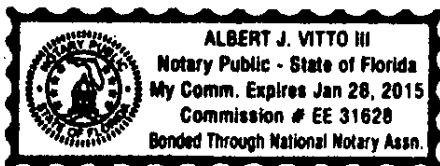
By: 
Brian Louis Lipshy, President

December 2, 2013
Date

STATE OF FLORIDA }
 }
COUNTY OF PALM BEACH } ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and
County aforesaid to take acknowledgments, personally appeared Brian Louis Lipshy, as President of
SLPA, Inc., who is personally known to me (X) or who did furnish _____ for
identification, and who acknowledged executing the foregoing Designation and Acceptance as
Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 2th day of
December, 2013.




NOTARY PUBLIC

ALBERT J. VITTO III
Printed Name of Notary