

L14000009536

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

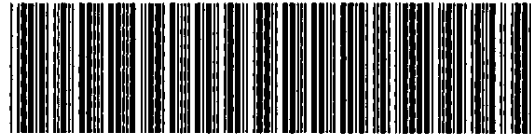
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/30/13--01021--029 **185.00

2013 DEC 30 AM 11:30
TALLAHASSEE, FL
RECEIVED

B. BOSTICK

JAN 16 2014

EXAMINER



FARMER & ASSOCIATES

ATTORNEYS AT LAW

PLLC

FIFTH THIRD CENTER
999 VANDERBILT BEACH ROAD
SUITE 503
NAPLES, FLORIDA 34108
T: 239.262.2040 • F: 239.262.2180

January 10, 2014

VIA FEDERAL EXPRESS DELIVERY

Ms. Barbara Bostick
Florida Department of State
Registration Section/Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2/13/2014 11:30 AM
FALLEN
matt
239 262-2040
EFF. 12-30-13

Re: Siena Bistro, LLC (the "Florida Limited Liability Company")

Dear Sir or Madam:

Pursuant to your correspondence dated January 6, 2014, a copy of which is enclosed herewith as **Exhibit A**, and your subsequent conversation with my associate, Matthew McRoberts, of today's date, please find the corrected Certificate of Conversion and corrected Articles of Organization for filing as **Exhibit B** these are being submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 607.1112 and 608.439, F.S. Accordingly, the effective date of the Certificate of Conversion and Articles of Organization is December 30, 2013, pursuant to s. 608.4082(3), F.S., which would have been applied had the original document not been deficient.

We understand that you have already cashed our Firm's check No. 2620 in the amount of \$185.00 to cover the filing fees, Certified Copy and Certificate of Status.

Please return all correspondence concerning this matter to Farmer & Associates, PLLC, 999 Vanderbilt Beach Road, Suite 503, Naples, Florida 34108 using the enclosed, pre-paid Federal Express envelope. Also, please use the following email address for future annual report notification: afarmer@us-law.com.

Should you have any questions regarding the enclosed, please contact us at (239) 262-2040.

Very truly yours,

Aaron A. Farmer, Esq.

AAF/haf

Enclosures

cc: Mr. Joel Bobrow (w/enclosures via electronic mailing)

**CERTIFICATE OF CONVERSION
FOR**

SIENA BISTRO, INC
(a Florida corporation)

INTO

SIENA BISTRO, LLC
(a Florida limited liability company)

2013 DEC 30 AM 11:30
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 § 608.439, of the Florida Statutes.

ARTICLE I

Name

The name of the Other Business Entity immediately prior to filing this Certificate of Conversion is: SIENA BISTRO, INC.

PP:0000080534

ARTICLE II

Entity Type

The Other Business entity, SIENA BISTRO, INC., is a Florida corporation first organized under the laws of Florida on October 1, 2010.

ARTICLE III

Name After Conversion

The name of the Florida limited liability company as set forth in the attached Articles of Organization is SIENA BISTRO, LLC.

ARTICLE IV

Terms of Conversion

The Plan of Conversion has been approved in accordance with § 608.439, F.S.

ARTICLE V

Effective Date

The effective date of the conversion shall be December ³⁰~~27~~, 2013.

ARTICLE VI
Compliance with Florida Law

The conversion is permitted by the applicable Florida law and this conversion complies with such law and the requirements of § 608.439, F.S., in effecting the conversion.

ARTICLE VII
Current Existence

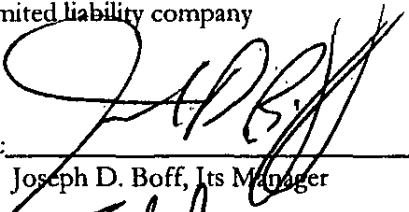
The "Other Business Entity" currently is active and exists on the Florida Department of State's official records under Document No. P10000080534.

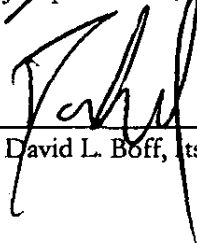
IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion each affirming the facts stated in this Certificate of Conversion are true under § 817.155, F.S. on December 22, 2013.

SIENA BISTRO, INC., a Florida corporation

By: 
Joseph D. Boff, Its Sole Director

SIENA BISTRO, LLC, a Florida
Limited liability company

By: 
Joseph D. Boff, Its Manager

By: 
David L. Boff, Its Manager

2013 DEC 30 AM 11:30
FALLAH:SSC:110410

ARTICLES OF ORGANIZATION

OF

SIENA BISTRO, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I — NAME

The name of the limited liability company is SIENA BISTRO, LLC (the "Company").

ARTICLE II — ADDRESS

The mailing address is 7995 Mahogany Run Lane, Naples, FL 34113 and the street address of the principal office of the Company is 7995 Mahogany Run Lane, Naples, FL 34113.

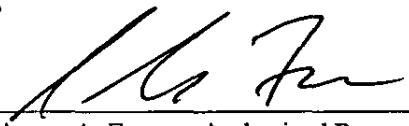
ARTICLE III — REGISTERED AGENT, REGISTERED OFFICE, AND AGENT'S SIGNATURE

The name and Florida street address of the registered agent of the Company is FARMER & ASSOCIATES, PLLC, with an address at 999 Vanderbilt Beach Road, Suite 503, Naples, FL 34108.

ARTICLE IV — MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager managed company. The name and the address of the initial managers of the Company are Joseph D. Boff of 7995 Mahogany Run Lane, Naples, FL 34113 and David L. Boff of 7995 Mahogany Run Lane, Naples, FL 34113.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Naples, Florida, on this ~~27~~^{30th} day of December, 2013.


Aaron A. Farmer, Authorized Representative

(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.)

The effective date of the conversion shall be December ³⁰~~27~~, 2013.

**CERTIFICATE OF ACCEPTANCE
OF DESIGNATION OF
REGISTERED AGENT OF
BLUE HARBOUR GROUP HOLDINGS, LLC**

Pursuant to Chapter 608, Florida Limited Liability Company Act, Farmer & Associates, PLLC, with an address at 999 Vanderbilt Beach Road, Suite 503, Naples, FL 34108, having been named as registered agent to accept service of process upon SIENA BISTRO, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Acceptance to be executed in Naples, Collier County, Florida on this ~~27th~~
30th day of December, 2013.

FARMER & ASSOCIATES, PLLC, a Florida
professional limited liability company
Initial Registered Agent

By: _____

Aaron A. Farmer, Its Manager

2013 DEC 30 AM 11:31
FALLINGWATER, FL 01010



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 6, 2014

AARON A. FARMER, ESQ.
FIFTH THIRD CENTER
999 VANDERBILT BEACH ROAD, SUITE 503
NAPLES, FL 34108

SUBJECT: SIENA BISTRO, INC.
Ref. Number: P10000080534

We have received your document for SIENA BISTRO, INC. and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

Our office received your document on 12/30/13.

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.

Barbara Bostick
Regulatory Specialist II

Letter Number: 714A00000282

2013 DEC 30 10:11:31
TALLAHASSEE, FLORIDA