

L14000044983

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

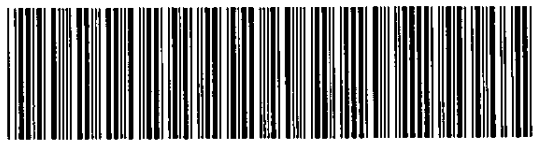
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500281835775

RECEIVED
16 FEB -5 AM 9:04
NOT RECORDED
TO AVOID DELAY
SUFFICIENCY OF FILING

FILED
2016 FEB -5 AM 10:32
U.S. DEPT. OF STATE
AMERICAN CONSUL
LAHASSA, INDIA

K. SALLY
EXAMINER
FEB -8

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE:

2/5/16

NAME:

MIAMI WATERFRONT VENTURES, LLC

TYPE OF FILING: CONVERSION

COST:

55.00

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Attache

**ARTICLES OF CONVERSION
FOR
MIAMI WATERFRONT VENTURES, LLC.,
A FLORIDA LIMITED LIABILITY COMPANY
INTO
MIAMI WATERFRONT VENTURES, LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

FILED
2016 FEB -5 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly authorized, on behalf of **MIAMI WATERFRONT VENTURES, LLC.**, a Florida limited liability company (the "Converting LLC"), and for the purpose of converting the Converting LLC from a Florida limited liability company into a Delaware limited liability company pursuant to § 605.1045 of the Florida Revised Limited Liability Company Act (the "FLLCA"), certifies that:

1. The name of the Converting LLC immediately prior to the filing of this Articles of Conversion was **MIAMI WATERFRONT VENTURES, LLC.**
2. The Converting LLC was first formed under the laws of the State of Florida on March 18, 2014.
3. The name of the limited liability company as set forth in the Certificate of Formation filed in accordance with the Delaware Limited Liability Company Act is **MIAMI WATERFRONT VENTURES, LLC**, a Delaware limited liability company (the "Resulting LLC").
4. The above referenced Florida limited liability company has converted into a Delaware limited liability company in accordance with Chapter 605 of the Florida Statutes, and the conversion complies with Chapter 18 of the Delaware Statutes governing limited liability companies.
5. The Agreement and Plan of Conversion was approved in accordance with §§ 605.1041 – 605.1046 of the FLLCA.
6. The Resulting LLC hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce the obligations of the Converting LLC. For purposes of § 605.0117 and Chapter 48, the Department of State may contact the Resulting LLC at 4100 N.E. 2nd Avenue, #307-308, Miami, Florida 33137.
7. The Resulting LLC has agreed to pay any members having appraisal rights the amount to which they are entitled under § 605.1006 and §§ 605.1061 – 605.1072 of the FLLCA.
8. The principal office address of **MIAMI WATERFRONT VENTURES, LLC**, shall be 4100 N.E. 2nd Avenue, #307-308, Miami, Florida 33137.

9. The effective date of the conversion shall be the date of the filing of these Articles of Conversion with the Department of State of the State of Florida.

[Signatures appear on following page]

FILED
2016 FEB -5 AM 10:32
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Conversion, on behalf of the Converting LLC, as of this 5th day of February, 2016.

MIAMI WATERFRONT VENTURES,
LLC

By: MWV MANAGER, LLC



Francis H. Scola, III, its Manager

FILED
2016 FEB -5 AM 10:32
CLERK OF CIRCUIT
CLERK OF CIRCUIT
CLERK OF CIRCUIT