

L14000066841

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

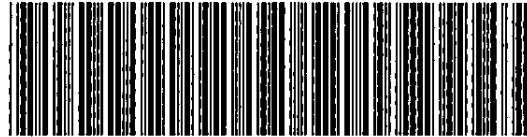
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900258393759

04/15/14--01015--022 **150.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 APR 24 PM 12:53

APR 24 2014
J. HARRIS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Saigon Pho Restaurant
(Name of Resulting Florida Limited Company)

The enclosed Articles 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. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Xuan Tan Nguyen
(Contact Person)

Saigon Pho Restaurant
(Firm/Company)

14091 H. Emerald Coast Pkwy
(Address)

Destin, Florida 32541
(City, State and Zip Code)

jimmynguyen1805@yahoo.com
(E-mail Address; to be used for future annual report notifications)

For further information concerning this matter, please call:

Xuan Nguyen at (909) 524-6016
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 22, 2014

XUAN TAN NGUYEN
14091 H EMERALD COAST PKWY
DESTIN, FL 32541

SUBJECT: SAIGON PHO RESTAURANT LLC
Ref. Number: W14000025331

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DIVISION OF CORPORATIONS
14 APR 24 PM 12:53

We have received your document for SAIGON PHO RESTAURANT LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law does not allow a sole proprietorship to file a conversion. A sole proprietorship is a business owned and operated by one individual. As a sole proprietor, the one individual owner is responsible for making all of the business decisions and all of the debts of the business are considered to be the debts of the one individual owner, as well. The sole proprietorship may or may not conduct business under the one individual owner's legal name. Because the business and the individual are considered as one organization and need each other to co-exist from a legal perspective, a sole proprietorship is not considered a business entity and cannot, therefore, file a conversion under Florida law.

If your sole proprietorship is actually owned and operated by two or more individuals and those individuals serve in the capacity of a partner, your business may not be a sole proprietorship. Your business may meet the definition of a partnership in accordance with Chapter 620, Florida Statutes. Chapter 620, Florida Statutes, allows a partnership to file a conversion. However, the partnership must first file a statement of registration in accordance with section 620.8105, Florida Statutes.

We are enclosing a statement of registration should your business entity meet the criteria of a partnership and you wish to proceed with the conversion. Please note the fee to register a partnership is \$50. To proceed with the conversion, please correct your conversion documents to reflect your current business entity is a partnership and resubmit the conversion documents along with the enclosed registration statement and an additional fee of \$50.

This office strongly suggests that you seek legal advice concerning this matter.

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.

Jenna D Harris
Regulatory Specialist II

Letter Number: 514A00008516

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Saigon Pho Restaurant LLC
(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

14091 H Emerald Coast Pkwy
Destin, FL 32541

14091 H Emerald Coast Pkwy
Destin, FL 32541

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

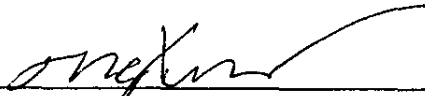
The name and the Florida street address of the registered agent are:

Xuan Tan Nguyen
Name

14091 H Emerald Coast Pkwy
Florida street address (P.O. Box **NOT** acceptable)

Destin FL 32541
City Zip

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 as provided for in Chapter 605, F.S..


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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DIVISION OF CORPORATIONS
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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

Owner

Name and Address: Xuan T. Nguyen

14091 H Emerald Coast Pkwy
Destin, FL 32541

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Xuan Tan Nguyen
Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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