

#L14000071542

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

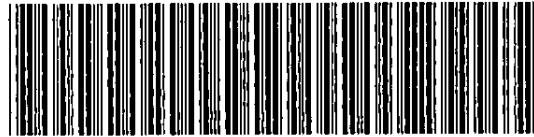
(Document Number)

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2014-27765 NOT WAIT

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2014 MAY -1 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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14 MAY -1 AM 11:22  
DIVISION OF CORPORATIONS

K. SALY  
EXAMINER  
MAY -2 2014

Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. J. V. Associates LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☒ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☒ Other Conversion

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 2, 2014

HOLLAND & KNIGHT

SUBJECT: J.V. ASSOCIATES LLC  
Ref. Number: W14000027765

We have received your document for J.V. ASSOCIATES LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is P10000011124 "JV & ASSOCIATES, INC.".

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.

Karen A Saly  
Regulatory Specialist II

Letter Number: 114A00009374

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TALLAHASSEE, FLORIDA

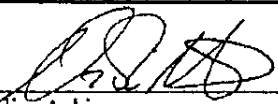
CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
**FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s. 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is J.V. ASSOCIATES.
2. The "Other Business Entity" is a general partnership first organized, formed or incorporated under the laws of Florida on September 1, 2011 with document no. GP1100001143.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is J.V. Associates (PB) LLC.
5. This Certificate of Conversion is effective as of the date of filing with the Florida Secretary of State.
6. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

Signed this 30<sup>th</sup> day of April, 2014.

**Signature of Authorized Representative of the Limited Liability Company:**

  
Nadim Achi

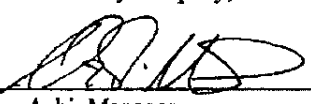
**Signature on behalf of Other Business Entity:**

Signature of one General Partner:

**FSPB PROPERTY ACQUISITION LLC,**  
a Florida limited liability company

By: **NORTH BAY PROPERTY MANAGERS LLC,**  
a Florida limited liability company, its Manager

By: **NORTH BAY US CAPITAL MANAGEMENT, LLC,**  
a Florida limited liability company, its Manager

By:   
Nadim Achi, Manager

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
J.V. ASSOCIATES (PB) LLC**

The undersigned, being a duly authorized representative of the Member(s), desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is J.V. ASSOCIATES (PB) LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal and mailing address of the Company is 176 NE 43<sup>rd</sup> Street, Miami, FL 33137.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The Company designates 176 NE 43<sup>rd</sup> Street, Miami, FL 33137 as the street address of the initial registered office of the Company and names Jeanine Nardone as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV  
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement or pursuant to the Revised Florida Limited Liability Act, as amended from time to time.

**ARTICLE V  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a Manager-Managed Company. The name and address of the initial Manager of the Company is:

North Bay Property Managers LLC  
176 NE 43<sup>rd</sup> Street  
Miami, FL 33137

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TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 30<sup>th</sup> day of April, 2014.


  
\_\_\_\_\_  
Nadim Achi,  
Authorized Representative

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for J.V. ASSOCIATES (PB) LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 30<sup>th</sup> day of April, 2014.

 Jeanine Nardone