

L14 000083997

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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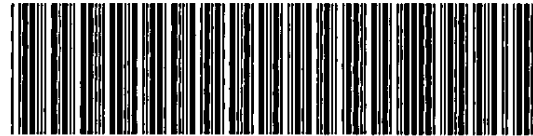
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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14 MAY 16 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAY 27 2014

7016



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 6, 2014

ROBERTALLENLAW
1441 BRICKELL AVE SUITE 1400
MIAMI, FL 33131

SUBJECT: THE WHOLLY KITCHEN, LLC
Ref. Number: W14000028503

We have received your document for THE WHOLLY KITCHEN, 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):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return the corrected original and one copy of 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.

Justin M Shivers
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 614A00009633

Waiting on a

ROBERT ALLEN LAW
INTEGRATING LAW INTO BUSINESS®

Tessa A. Aguilar
taguilar@robertallenlaw.com

April 30, 2014

Via Federal Express Courier

Florida Department of State
Division of Corporations
Attn: Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

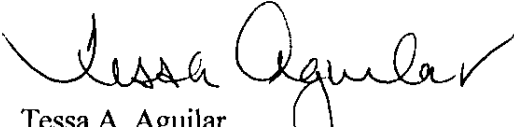
Re: The Wholly Kitchen - Articles of Conversion and Articles of Organization

Dear Sir or Madam:

Enclosed, please find the Articles of Conversion and Articles of Organization submitted to convert The Wholly Kitchen Inc., a Florida Corporation into a Florida Limited Liability Company. I have also enclosed our check for \$150.00 for the filing fees.

Should you require additional information, please do not hesitate to call.

Sincerely,



Tessa A. Aguilar
Senior Corporate Paralegal

/taa

Attachments as noted.

**ARTICLES OF CONVERSION
FOR
THE WHOLLY KITCHEN, INC.
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

The Articles of Conversion and attached Articles of Organization are submitted to convert The Wholly Kitchen, Inc. into a Florida Limited Liability Company in accordance with s. 605.1045, Florida Statutes.

ARTICLE 1 – NAME OF OTHER BUSINESS ENTITY

Immediately prior to the filing of these Articles of Conversion, the name of the business entity is The Wholly Kitchen, Inc.

**ARTICLE 2 – ENTITY TYPE AND JURISDICTION
OF OTHER BUSINESS ENTITY**

The Wholly Kitchen, Inc. is a corporation incorporated under the laws of Florida on June 21, 2013, document number P13000054098.

**ARTICLE 3 – NAME OF THE FLORIDA
LIMITED LIABILITY COMPANY**

The Wholly Kitchen, Inc. is being converted to a Florida Limited Liability Company named The Wholly Kitchen, LLC, as set forth in the attached Articles of Organization.

ARTICLE 4 – APPROVAL

The plan of conversion has been approved by the shareholders and directors of The Wholly Kitchen, Inc. in accordance with ss. 605.1041 – 605.1046.

Signed this 25th day of April, 2014.

Signature of Authorized Representative of The Wholly Kitchen, LLC

By: _____
Name: ANDREA PRADO *[Signature]*
Title: PARTNER

Signature of Authorized Representative of The Wholly Kitchen, Inc.

By: _____
Name: ANDREA PRADO *[Signature]*
Title: PARTNER

FILED
14 MAY 16 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

ARTICLES OF ORGANIZATION

FILED
14 MAY 16 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THE WHOLLY KITCHEN, LLC**

Pursuant to Chapter 605 of the Florida Statutes, the undersigned hereby form a Limited Liability Company, and in accordance with such statutes, provide the following information:

**ARTICLE I
NAME**

The name of the Limited Liability Company is **The Wholly Kitchen, LLC**.

**ARTICLE II
MAILING AND STREET ADDRESS**

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

Principal Office Address:
195 NW 96th Street
Miami Shores, Florida 33150

Mailing Address:
195 NW 96th Street
Miami Shores, Florida 33150

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S
SIGNATURE**

The name and street address of its initial registered agent are Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, Florida 33131.

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.

Dated as of the 30th day of April, 2014.

Robert Allen Law

By:

Name: Umberto Bonavita, President

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14 MAY 16 PM 12:00
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TALLAHASSEE, FLORIDA

**ARTICLE IV
MANAGERS**

Below are the names and addresses of the Managers authorized to manage and control the Limited Liability Company:


Title:	Name and Address:
MGR	Loic P. Hemery 195 NW 96th Street Miami Shores, Florida 33150
MGR	Andrea Prado 1481 NE 108th Street #R Miami, Florida 33161

**ARTICLE V
FORM AND PURPOSE**

This limited liability company will be a manager-managed limited liability company and may engage in any business having a lawful purpose.

**ARTICLE VI
EXECUTION OF ARTICLES OF ORGANIZATION**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 25th day of April, 2014.

ANDREA PRADO 

Name:

Title: ☒ Member ☐ 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 document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

FILED
MAY 16 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA