

L14000108479

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

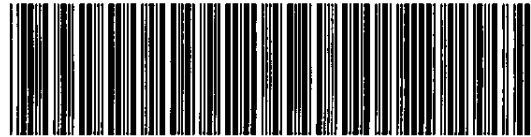
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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200261035542

06/11/14--01022--015 **125.00

07/09/14--01024--001 **25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JUL - 9 2014

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ~~HACIENDA~~ TENNESSEE DREAMIN' INC.

(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:

Elizabeth Lao

(Contact Person)

SMGQ LAW

(Firm/Company)

201 ALHAMBRA CIRLCE, STE 1205

(Address)

CORAL GABLES, FL 33134

(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

ELIZABETH LAO

at (305) 377-1000

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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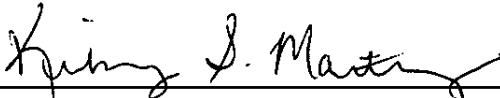
**CERTIFICATE OF CONVERSION OF
TENNESSEE DREAMIN' INC. INTO
TENNESSEE DREAMIN', LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert **TENNESSEE DREAMIN' INC.**, a corporation organized under the laws of the State of Florida, into **TENNESSEE DREAMIN', LLC**, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 605.1045 and 607.1114, Florida Statutes.

1. **TENNESSEE DREAMIN' INC.**, a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on March 20, 2001, under Document Number P01000030969.
2. The name of the Florida limited liability company into which **TENNESSEE DREAMIN' INC.** will be converted is **TENNESSEE DREAMIN', LLC**. The Articles of Organization of **TENNESSEE DREAMIN', LLC** are attached to this Certificate of Conversion.
3. The conversion of **TENNESSEE DREAMIN' INC.**, a Florida corporation, into **TENNESSEE DREAMIN', LLC**, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Revised Limited Liability Company Act, Chapter 605.
4. The conversion of **TENNESSEE DREAMIN' INC.**, a Florida corporation, into **TENNESSEE DREAMIN', LLC** and the Articles of Organization of **TENNESSEE DREAMIN', LLC** were approved by all of the shareholders and directors of **TENNESSEE DREAMIN' INC.**, in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of **TENNESSEE DREAMIN', LLC** is 102 Camilo Avenue, Coral Gables, Florida 33131. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for **TENNESSEE DREAMIN', LLC** will be 20-2302652 which is the same Federal employer identification number of **TENNESSEE DREAMIN' INC.**
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. **TENNESSEE DREAMIN', LLC** shall pay any shareholder of **TENNESSEE DREAMIN' INC.** having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 30th day of May, 2014.



Kimberley S. Martinez

as President of TENNESSEE DREAMIN' INC., and as a
Manager of TENNESSEE DREAMIN', LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
TENNESSEE DREAMIN', LLC**

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is TENNESSEE DREAMIN', LLC (hereinafter, the "Company").

ARTICLE II. MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 102 Camilo Avenue, Coral Gables, Florida 33131.

ARTICLE III. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: SMGQ Law, 201 Alhambra Circle, Suite 1205, Coral Gables, Florida 33134, Attn: Roland Sanchez-Medina Jr.

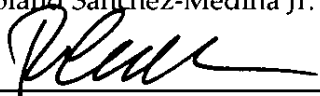
ARTICLE IV. MANAGEMENT

The Company will be a manager-managed company.

Having been named as registered agent and to accept service of process for the above-stated 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 of registered agent as provided for in Chapter 605, F.S.



Roland Sanchez-Medina Jr.



Roland Sanchez-Medina Jr., as authorized representative

(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.)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2014

ELIZABETH LAO
SMGQ LAW
201 ALHAMBRA CIRCLE, SUITE 1205
CORAL GABLES, FL 33134

SUBJECT: TENNESSEE DREAMIN', INC.
Ref. Number: P01000030969

We have received your document for TENNESSEE DREAMIN', INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The fees to file the Certificate of Conversion and Articles of Organization total \$150.00 (\$25 filing fee for the Certificate of Conversion, \$100 filing fee for the Articles of Organization, and \$25 for the Registered Agent Designation). Enclose an additional \$30 for each certified copy requested and an additional \$5 for each certificate of status requested.

There is a balance due of \$25.00.

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: 714A00013848

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 13, 2014

ELIZABETH LAO
SMGQ LAW
201 ALHAMBRA CIRCLE, SUITE 1205
CORAL GABLES, FL 33134

SUBJECT: TENNESSEE DREAMIN', INC.
Ref. Number: P01000030969

We have received your document for TENNESSEE DREAMIN', INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

Please correction the Certificate of Conversion page to state Tennessee Dreamin', Inc and not Hacienda Tennessee Dreamin', 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.

Barbara Bostick
Regulatory Specialist II

Letter Number: 314A00012907

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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