

L14000127817

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

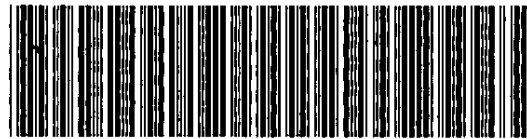
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED~~

Office Use Only



100262388151

EFFECTIVE DATE
7-31-2014

07/25/14--01018--014 **150.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JUL 25 PM 3:46

AUG 14 2014
J. HARRIS

KOEPPPEL LAW GROUP, P.A.

THE REFLECTIONS BUILDING, SUITE 300
400 SOUTH AUSTRALIAN AVENUE

WEST PALM BEACH, FLORIDA 33401

July 23, 2014

JOEL P. KOEPPPEL, ESQ.
MEMBER FL & NY BARS

TELEPHONE (561) 659-6455
TELECOPIER (561) 659-7006
Joel@KoeppelLawGroup.com

VIA FEDERAL EXPRESS
850 245-6051

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Conversion of RTT Benny's on the Beach, Inc. / Formation of Benny's on the Beach, LLC

Ladies and Gentlemen:

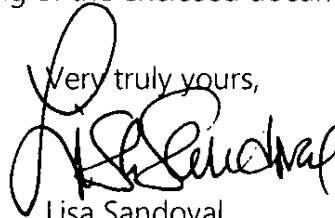
Please find enclosed herewith the following original documents for filing in the Florida Department of State – Division of Corporations records:

1. Articles of Conversion for "***Other Business Entity***" (which entity is RTT Benny's on the Beach, Inc. filed August 5, 1986 under Document number J27642) into ***Florida Limited Liability Company*** (new entity is Benny's on the Beach, LLC); and
2. Articles of Organization for ***Florida Limited Liability Company*** (which entity is the new entity - *Benny's on the Beach, LLC*, as referred to in Item No. 1 above).

Also enclosed is this firm's check made payable to Florida Department of State in the amount of \$150.00 representing the fees necessary to file the documents listed above.

Should you need anything further in regard to this matter please do not hesitate to contact our office immediately to ensure timely filing of the enclosed documents.

Very truly yours,



Lisa Sandoval
Legal Assistant

:ls

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BENNY'S ON THE BEACH, LLC
(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:

JOEL P. KOEPPPEL, ESQ.
(Contact Person)
KOEPPPEL LAW GROUP, P.A.
(Firm/Company)
400 S. AUSTRALIAN AVENUE #300
(Address)
WEST PALM BEACH, FL 33401
(City, State and Zip Code)
JOEL@KOEPPPELLAWGROUP.COM
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

LISA SANDOVAL at (561) 659-6455
(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

July 28, 2014

KOEPPPEL LAW GROUP, P.A.
400 S AUSTRALIAN AVE, STE. 300
WEST PALM BEACH, FL 33401

SUBJECT: RTT BENNY'S ON THE BEACH, LLC
Ref. Number: W14000046185

We have received your document for RTT BENNY'S ON THE BEACH, 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 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: 414A00016135

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EFFECTIVE DATE
7-31-2014

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion and 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 the Articles of Conversion is:
RTT BENNY'S ON THE BEACH, INC. J27642
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
on February 2, 1987
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
BENNY'S ON THE BEACH, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 7/31/14 @ 11:59 pm
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

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DIVISION OF CORPORATIONS
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Signed this 22nd day of July 2014.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: LEE M. LIPTON Title: MANAGER

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: LEE M. LIPTON Title: PRESIDENT/DIRECTOR

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

EFFECTIVE DATE
7-31-2014

BENNY'S ON THE BEACH, 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:

400 S. AUSTRALIAN AVE #300
WEST PALM BEACH, FL 33401

400 S. AUSTRALIAN AVE #300
WEST PALM BEACH, FL 33401

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:

JOEL P. KOEPPPEL, ESQ.

Name

400 S. AUSTRALIAN AVENUE, SUITE 300

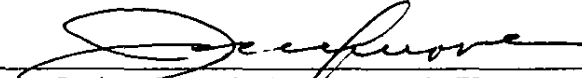
Florida street address (P.O. Box **NOT** acceptable)

WEST PALM BEACH FL 33401

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

LEE M. LIPTON

400 S. AUSTRALIAN AVE #300

WEST PALM BEACH, FL 33401

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 7/31/14 @ 11:59pm (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.)

JOEL P. KOEPPLE

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JUL 25 PM 3:46