

L14 000 179073

PO.6-86188

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

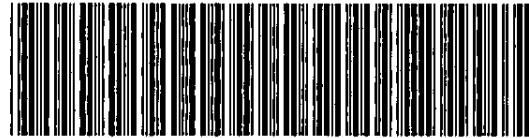
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200266180722

11/12/14--01038--012 **150.00

FILED
14 NOV 12 AM 10:29
SECRETARY OF STATE
ALBANY, N.Y.
J. Shivers NOV 19 2014

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sagrav Holdings, 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:

Thomas O. Wells, Esq.

(Contact Person)

Wells & Wells, P.A.

(Firm/Company)

540 Biltmore Way

(Address)

Coral Gables, FL 33134

(City, State and Zip Code)

mechelle@twellsllaw.com

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

For further information concerning this matter, please call:

Thomas O. Wells

at (305) 444-0016

(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:

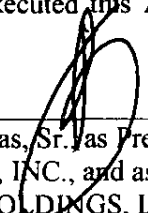
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES AND CERTIFICATE OF CONVERSION
OF SAGRAV HOLDINGS, INC. WITH AND INTO SAGRAV HOLDINGS, LLC

This Articles and Certificate of Conversion (the "Articles of Conversion") and the attached Articles of Organization are submitted to convert SAGRAV HOLDINGS, INC., a corporation organized under the laws of the State of Florida, into SAGRAV HOLDINGS, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 605.1045, Florida Statutes.

1. SAGRAV HOLDINGS, INC., a corporation organized, and immediately prior to the filing of this Articles of Conversion, existing under the laws of the State of Florida was formed on June 26, 2006, under Document Number P06000086188.
2. The name of the Florida limited liability company into which SAGRAV HOLDINGS, INC. will be converted is SAGRAV HOLDINGS, LLC. The Articles of Organization of SAGRAV HOLDINGS, LLC are attached to this Articles of Conversion.
3. The conversion of SAGRAV HOLDINGS, INC., a Florida corporation, into SAGRAV HOLDINGS, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 605.
4. The conversion of SAGRAV HOLDINGS, INC., a Florida corporation, into SAGRAV HOLDINGS, LLC and the Articles of Conversion were approved by all of the shareholders and directors of SAGRAV HOLDINGS, INC., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of SAGRAV HOLDINGS, LLC is 1850 NW 84th Avenue, Unit 116, Miami, Florida 33126. 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 SAGRAV HOLDINGS, LLC will be 84-1716529 which is the same Federal employer identification number of SAGRAV HOLDINGS, INC.
6. The Articles of Conversion shall be effective upon its filing with the Florida Department of State.
7. SAGRAV HOLDINGS, LLC shall pay any shareholder of SAGRAV HOLDINGS, INC. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act. However, no shareholder of SAGRAV HOLDINGS, INC. is exercising any appraisal and/or dissenter rights.
8. The Articles of Conversion have been approved by all of the members of SAGRAV HOLDINGS, LLC in accordance with Sections 605.1041 to 605.1046.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Conversion as of the 16th day of November, 2014.



Rene J. Vargas, Sr. as President of SAGRAV HOLDINGS, INC., and as President and a Manager of SAGRAV HOLDINGS, LLC

RECEIVED
14 NOV 12 AM 10:19
SECRETARY OF STATE
ALLIANCE FLORIDA

ARTICLES OF ORGANIZATION
OF
SAGRAV HOLDINGS, LLC
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida 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 SAGRAV HOLDINGS, LLC (hereinafter, the "Company").

ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 1850 NW 84th Avenue, Unit 116, Miami, Florida 33125.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent and registered office in the State of Florida is Thomas O. Wells, P.A., 540 Biltmore Way, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 6th day of November, 2014.

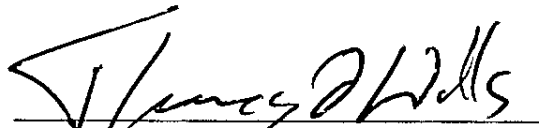


Rene J. Vargas, Sr., Member

FILED
14 NOV 12 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for SAGRAV HOLDINGS, LLC, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.


Thomas O. Wells, Esq.

Dated: 11-6-2014

FILED
14 NOV 12 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA