

L15000002458

D98-37

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

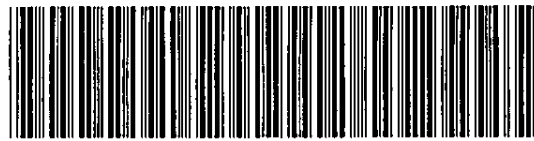
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2015 JAN -5 AM 10:47
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TO AGENCY/EDGE
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FILED
15 JAN -6 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JAN 07 2015



January 6, 2015

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9397915 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

Miami-Dade Leasing Trust-II (FL)
Conversion
Florida

Miami-Dade Leasing II, LLC (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Miami-Dade Leasing II, 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:

David Stephen Hope, Esq.
(Contact Person)
Assistant County Attorney, Miami-Dade County
(Firm/Company)
111 NW First Street, 28th Floor
(Address)
Miami, Florida 33128
(City, State and Zip Code)
dhope@miamidade.gov
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Lisa S. Weitz at (305) 577-7000
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$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

INHS11 (02/14)

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15 JAN - 6 AM 10: 59
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TALLAHASSEE, FLORIDA

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:
Miami-Dade Leasing Trust-II

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Business Trust

(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 June 1, 1998 (Enter state, or if a non-U.S. entity, the name of the country)
(date of organization, formation or incorporation)

3. The name of the *Florida Limited Liability Company* as set forth in the attached **Articles of Organization**:
Miami-Dade Leasing II, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____
(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 all applicable statutes.

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TALLAHASSEE, FLORIDA

Signed this _____ day of January, 2015.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: Frank P. Hinton Title: Manager

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

Signature: [Signature] K.S. ZOMBECK
Printed Name: The Bank of New York Mellon Title: Sublessee Trustee

Signature: [Signature]
Printed Name: Jennifer Glazer-Moon Title: Sublessee Trustee

Signature: [Signature]
Printed Name: Edward Marquez Title: Sublessee Trustee

Signature: [Signature]
Printed Name: Miami-Dade County Title: Certificate Holder

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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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Miami-Dade Leasing II, 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:

111 NW First Street, Suite 2550
Miami, Florida 33128

Same as Principal Address

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:

David Stephen Hope, Esq.

Name

111 NW First Street, 28th Floor

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


Miami

City

FL 33128

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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ARTICLE IV-

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

<u>Title:</u>	<u>Name and Address:</u>
"AMBR" = Authorized Member	
"MGR" = Manager	
<u> MGR </u>	<u>Frank P. Hinton</u>
<u> </u>	<u>111 NW First Street, Suite 2550</u>
<u> </u>	<u>Miami, Florida 33128</u>
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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (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:

Frank P. Hinton

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.)

Frank P. Hinton, Director, Division of Bond Administration
Typed or printed name of signer

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- 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)