

L15000012603

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

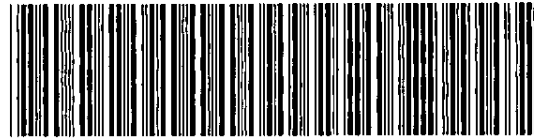
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600266629776

01/23/15--01001--028 **150.00

RECEIVED
DEPARTMENT OF STATE
15 JAN 22 PM 4:36

FILED
15 JAN 22 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 23 2015
S. YOUNG

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET

ACCT. #FCA-23

CONTACT: SAVANNAH DEBOER

DATE: JANUARY 22nd, 2015

REF. #: 9416420

CORP. NAME: AWSMBB PARTNERSHIP, LTD. converting to: AWSMBB ASSOCIATES, LLC

☐ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION

☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME

☐ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY

☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL

☐ CERTIFICATE OF CANCELLATION

☒ OTHER: ARTICLES OF CONVERSION with ARTICLES OF ORGANIZATION

STATE FEES PREPAID WITH CHECK # 70034466 FOR \$ 150.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

☐ CERTIFIED COPY
☐ CERTIFICATE OF GOOD STANDING
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

FILED
15 JAN 22 PM 3:20
SECRETARY OF STATE
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 Section 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:

AWSMBB PARTNERSHIP, LTD.
Doc# A04000001504

2. The "Other Business Entity" is a limited partnership.

First organized, formed or incorporated under the laws of Florida on September 20, 2004.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

AWSMBB ASSOCIATES, LLC

4. The conversion will be effective when filed.

5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 22nd day of January, 2015.

FILED
15 JAN 22 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Lorraine Vitale

Printed Name: Lorraine Vitale

Title: Manager of AWSMBB Associates, LLC

Signature(s) on behalf of Other Business Entity:

Signature: Lorraine Vitale

Printed Name: Lorraine Vitale

Title: Manager, AWSMBB HOLDINGS, LLC,
General Partner of AWSMBB
PARTNERSHIP, LTD

FILED

15 JAN 22 PM 3:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
AWSMBB ASSOCIATES, LLC

The undersigned certifies that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be AWSMBB ASSOCIATES, LLC, and the address of its principal office and mailing address is 7810 Mathern Court, Bradenton, FL 34202, in the County of Manatee, State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

FILED
JAN 22 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of the members of this limited liability company, and the business and affairs of this limited liability company shall be managed under the direction of the managers of this limited liability company. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a majority vote of the members of the limited liability company.

FILED
JAN 22 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

MANAGEMENT

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

<u>Title:</u>	<u>Name and Address:</u>
MGR	Lorraine Vitale 7810 Mathern Court Bradenton, FL 34202

FILED
15 JAN 22 PM 3 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members pursuant to any and all applicable provisions of the Company's Operating Agreement, and the Company's Comprehensive Buy-Sell Agreement, if in effect. Notwithstanding the previous sentence, in the event that the Articles of Organization and/or the Company's Operating Agreement are inconsistent with the transfer of Membership interest provisions of the Company's Comprehensive Buy-Sell Agreement, if in effect, the Comprehensive Buy-Sell Agreement shall control.

ARTICLE VI

DURATION

The date and time when the existence of the limited liability company shall commence shall be on the date of filing these Articles with the Florida Secretary of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

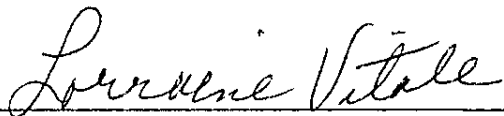
ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7810 Mathern Court, Bradenton, FL 34202, in the County of Manatee, State of Florida, and the name of the company's initial registered agent at that address is Lorraine Vitale.

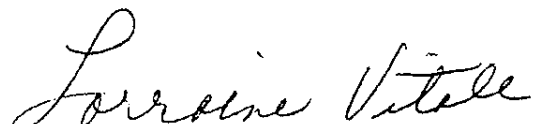
The undersigned, being an authorized representative, or member, of the limited liability company, certifies that this instrument constitutes the Articles of Organization of **AWSMBB ASSOCIATES, LLC**.

Executed by the undersigned on January 22, 2015.


Lorraine Vitale, Manager

ACCEPTANCE BY REGISTERED AGENT

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 605, Florida Statutes.


Lorraine Vitale

FILED
15 JAN 22 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA