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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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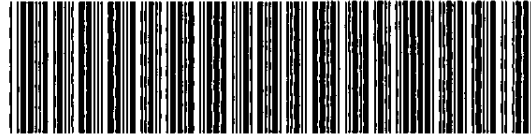
(Business Entity Name)

(Document Number)

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# LUBELL | ROSEN

**ANETTE YELIN**

PARTNER

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Coral Gables, FL 33134

[www.lubellrosen.com](http://www.lubellrosen.com)

April 28, 2015

Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **MIA-IPM MANAGEMENT, LLC**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization of **MIA-IPM MANAGEMENT, LLC** and an original and one (1) copy of the Certificate of Conversion of **MIA-IPM MANAGEMENT, LLC** (a Georgia limited liability company) to **MIA-IPM MANAGEMENT, LLC** with a check for \$180.00 to cover the fees.

If you have any questions, or need further information, please feel free to contact me by telephone at 305-442-9045, or by electronic mail at [ay@lubellrosen.com](mailto:ay@lubellrosen.com).

Sincerely,

Anette Yelin, For the Firm

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**MIA-IPM MANAGEMENT, LLC**  
**A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I**  
**NAME**

The name of this limited liability company shall be:

**MIA-IPM MANAGEMENT, LLC**

**ARTICLE II**  
**STREET ADDRESS AND MAILING ADDRESS**

The street address and the mailing address of this limited liability company shall be:

**5208 ALTON RD,  
MIAMI BEACH, FL 33140**

**ARTICLE III**  
**PURPOSE**

This limited liability company, organized pursuant to Chapter 605, Florida Statutes, is formed for any lawful purpose for which limited liability companies may be formed in this state.

**ARTICLE IV**  
**REGISTERED AGENT IN THIS STATE**

The street address of the initial registered office of this limited liability company in the State of Florida shall be 5208 Alton RD, Miami Beach, FL 33140 and the initial registered agent of this limited liability company at that address shall be Concepcion Bretos. The registered agent will immediately copy IPM on any items or actions of service

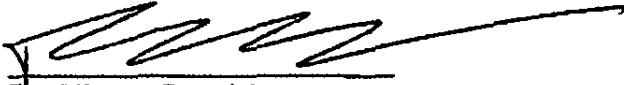
**ARTICLE V**  
**MANAGERS**

This limited liability company shall be a manager-managed company and the Manager of the company shall be:

**MIA Senior Management, LLC**

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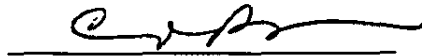
**IN WITNESS WHEREOF**, in accordance with Section 605.0203, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true, and I hereunto subscribe my hand and seal this 1 day of August, 2014.



By: Pilar B. Carvajal  
Authorized Representative

### **ACKNOWLEDGEMENT**

**THE UNDERSIGNED**, having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of the registered agent, and is familiar with, and accepts the obligations imposed upon registered agents as provided for in Section 605.0113, Florida Statutes.



Concepcion Bretos  
Registered Agent

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**Articles**  
**CERTIFICATE OF CONVERSION**

of

**MIA-IPM MANAGEMENT, LLC**  
**(a Georgia limited liability company)**

to

**MIA-IPM MANAGEMENT, LLC**  
**(a Florida limited liability company)**

**Articles**  
This **Certificate** of Conversion to Limited Liability Company is being duly executed and filed by an authorized person, to convert MIA-IPM MANAGEMENT, LLC, a Georgia limited liability company (the "Company"), to a Florida limited liability company, under the Florida Revised Limited Liability Company Act ("FRLCA"), Chapter 605 of the Florida Statutes.

1. The jurisdiction where the Company was first formed is the State of Georgia.
2. The jurisdiction of the Company immediately prior to filing this Certificate is Georgia.
3. The date the Company was first formed in Georgia is August 8, 2012, under the name MIA-IPM MANAGEMENT, LLC.
4. The name of the Company immediately prior to filing this Certificate was MIA-IPM MANAGEMENT, LLC.
5. The Company may be served with process in the State of Georgia in any action, suit or proceeding for enforcement of any obligation of the Company, including the rights, if any, of dissenting members, arising while it was a limited liability company of the State of Georgia. As of the effective date of the conversion, the Company revokes the authority of the registered agent of the Company to accept service on its behalf and it irrevocably appoints the Secretary of State of Georgia as its agent to accept service of process in any proceeding to enforce an obligation of the Company arising prior to the effective time of such conversion, including the rights, if any, of dissenting members.
6. The mailing address of the Company after the conversion, to which a copy of any process that is served on the Secretary of State of Georgia, as agent for the Company in accordance with the preceding paragraph, may be sent is: 5208 ~~Abon Rd~~, Miami Beach, FL 33140. ~~The registered agent will immediately copy IPM on any items or actions of service.~~
7. The Company shall notify the Secretary of State of Georgia of any change in the mailing address of the Company after the date of the conversion.
8. In accordance with §14-11-906(c) of the Official Code of Georgia Annotated ("OCGA"), the members and managers of the Company adopted resolutions by

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unanimous written consent, approving the conversion of the Company into a Florida limited liability company, and approving a Plan of Conversion to effectuate same.

9. The conversion is permitted by, and will be effectuated in accordance with the requirements of the Plan of Conversion, and the applicable sections of the FRLICA. The name under which the limited liability company shall be known, as set forth in the Articles of Organization to be filed with the Secretary of State of Florida, a copy of which are attached hereto as Exhibit A, is MIA-IPM MANAGEMENT, LLC.

10. The Company has agreed to pay to all of its members with appraisal rights the amount to which such members are entitled under §§605.1006 and 605.1061-605.1072 of the FRLICA.

11. The conversion shall be effective on the date this Certificate of Conversion is accepted for filing by the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned affirms that the facts stated in this document are true and executes this Certificate of Conversion on the 1 day of August, 2014.

MANAGER:

Mia Senior Management, LLC

By: Pilar B. Carvajal

Its: Manager

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**EXHIBIT A**  
**ARTICLES OF ORGANIZATION**  
**FOR**  
**MIA-IPM MANAGEMENT, LLC**  
**A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I**  
**NAME**

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**ARTICLE IV**  
**REGISTERED AGENT IN THIS STATE**

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**ARTICLE V**  
**MANAGERS**

This limited liability company shall be a manager-managed company and the Manager of the company shall be:

**Mia Senior Management, LLC**

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IN WITNESS WHEREOF, in accordance with Section 605.0203, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true, and I hereunto subscribe my hand and seal this 1 day of August, 2014.



By: Pilar B. Carvajal  
Authorized Representative

#### ACKNOWLEDGEMENT

THE UNDERSIGNED, having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of the registered agent, and is familiar with, and accepts the obligations imposed upon registered agents as provided for in Section 605.0113, Florida Statutes.



Concepcion Bretos  
Registered Agent

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