

L15000089679

(Requestor's Name)

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(Address)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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TALLAHASSEE, FLORIDA

MAY 21 2015
D. BRUCE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 18, 2015

FLORIDA RESEARCH & FILING SERVICES

SUBJECT: IL PALATO ITALIANO REAL ESTATE HOLDING LLC
Ref. Number: W15000034984

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CLERK OF STATE
TALLAHASSEE, FLORIDA

We have received your document for IL PALATO ITALIANO REAL ESTATE HOLDING LLC and your check(s) totaling \$300.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

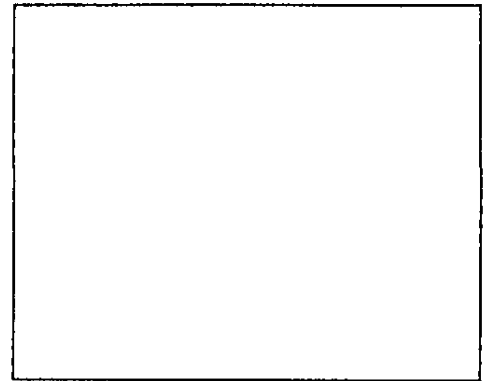
If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 215A00010369

RESUBMITTING
W/CORRECTIONS
PLEASE RETAIN
ORIGINAL SUBMISSION
DATE 5/15/15

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)364-8000



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

IL PALATO REAL ESTATE HOLDING LLC

CK# 6914 FOR \$300.00

(\$150.00 for this filing)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

RECEIVED
DEPARTMENT OF STATE
15 MAY 15 PM 3:57

Examiner's Initials

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:
IL Palato Italiano Real Estate Holding LLC

(Enter Name of Other Business Entity)

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

First organized, formed or incorporated under the laws of New Hampshire
(Enter state, or if a non-U.S. entity, the name of the country)
on 5/21/2013
(date of organization, formation or incorporation)

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

IL Palato Italiano Real Estate Holding 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.**)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

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TALLAHASSEE, FLORIDA

Signed this 14th day of May 20 15.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: *Lauren*
Printed Name: Lauren Vadney Title: Attorney-in-Fact

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

Signature: *Lauren*
Printed Name: Lauren Vadney Title: Attorney-in-Fact

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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
IL Palato Italiano Real Estate Holding LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
IL Palato Italiano Real Estate Holding LLC
5805 Blue Lagoon Dr., Ste. 200
Miami FL 33126

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Alonso & Garcia, P.A.
5805 Blue Lagoon Dr., Ste. 200
Miami FL 33126

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

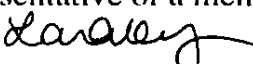
LUCIANO BERTANI
5805 Blue Lagoon Dr., Ste. 200 Miami FL 33126
FEDERICA BERTANI
5805 Blue Lagoon Dr., Ste. 200 Miami FL 33126

Article VII. Officers

The Company's officers are:

President	Luciano Bertani
Secretary	Luciano Bertani
Vice President	Federica Bertani

Article VII. Company Existence

The undersigned authorized representative of a member executed these Articles of Organization on May 14, 2015. 

CORPORATE CREATIONS INTERNATIONAL INC.

Taide Sanchez Vice President
by Lauren Vadney as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:


IL Palato Italiano Real Estate Holding LLC

REGISTERED AGENT/OFFICE:

Alonso & Garcia, P.A.
5805 Blue Lagoon Dr., Ste. 200
Miami FL 33126

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TALLAHASSEE FLORIDA

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ALONSO & GARCIA, P.A.
by Lauren Vadney as attorney-in-fact
Date: May 14, 2015

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