

L15000092956

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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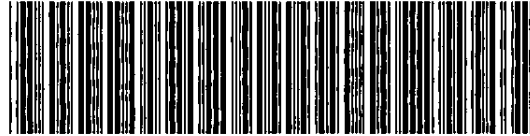
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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04/30/15--01011--022 \*\*25.00

05/26/15--01056--013 \*\*125.00

FILED  
15 MAY 27 AM 8:59  
STATE OF FLORIDA  
TALLAHASSEE, FL 09194

MAY 28 2015

J SHIVERS

286



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 6, 2015

THOMAS O WELLS  
540 BILTMORE WAY  
CORAL GABLES, FL 33134

SUBJECT: 141ST STREET CENTER  
Ref. Number: W15000032103

RECEIVED  
15 MAY 27 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for 141ST STREET CENTER and check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$125.00.

Please return the corrected original and one copy of 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.

Justin M Shivers  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 015A00009433

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 141st Street Center  
Name of Florida Partnership

The enclosed Certificate of Conversion and fee(s) are submitted for filing.

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 notification)

For further information concerning this matter, please call:

Thomas O. Wells

Name of Contact Person

at ( 305 )

444-0016

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$33.75 Filing Fee  
and Certificate of  
Status

☐ \$77.50 Filing Fee  
and Certified Copy

☐ \$86.25 Filing Fee,  
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

## **CERTIFICATE AND ARTICLES OF CONVERSION**

of

141<sup>st</sup> Street Center, a Florida general partnership,

into

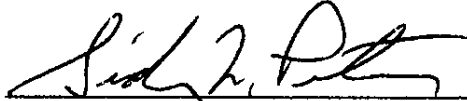
141<sup>st</sup> Street Center, LLC, a Florida limited liability company

This Certificate and Articles of Conversion and the attached Articles of Organization are submitted to convert 141<sup>st</sup> Street Center, a Florida general partnership organized under the laws of the State of Florida, into 141<sup>st</sup> Street Center, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 620.8912 to 620.8915 and Sections 605.1041 to 605.1046, Florida Statutes.

1. 141<sup>st</sup> Street Center, a Florida general partnership organized, and immediately prior to the filing of this Certificate and Articles of Conversion, existing under the laws of the State of Florida and filed a partnership registration statement with the Department of Florida on April 14, 2015, under Document Number GP1500000148.
2. The name of the Florida limited liability company into which 141<sup>st</sup> Street Center will be converted is 141<sup>st</sup> Street Center, LLC. The Articles of Organization of 141<sup>st</sup> Street Center, LLC are attached to this Certificate and Articles of Conversion.
3. The conversion of 141<sup>st</sup> Street Center, a Florida general partnership, into 141<sup>st</sup> Street Center, LLC, a Florida limited liability company, is in compliance with the Florida Revised Uniform Partnership Act, Chapter 620, and the Florida Revised Limited Liability Company Act, Chapter 605.
4. The conversion of 141<sup>st</sup> Street Center, a Florida general partnership, into 141<sup>st</sup> Street Center, LLC and the Articles of Organization of 141<sup>st</sup> Street Center, LLC were approved by all of the partners of 141<sup>st</sup> Street Center, in accordance with the provisions of Section 620.8913 of the Florida Revised Uniform Partnership Act.
5. The address of the principal office of 141<sup>st</sup> Street Center, LLC is 14115 South Dixie Highway, Unit L, Miami, Florida 33176. In that this conversion does not result in a liquidation or termination of 141<sup>st</sup> Street Center in accordance with Rev. Rul. 95-55, the Federal employer identification number for 141<sup>st</sup> Street Center, LLC will be 59-1474895 which is the same Federal employer identification number of 141<sup>st</sup> Street Center.
6. This Certificate and Articles of Conversion shall be effective upon its filing with the Florida Department of State.

**FILED**  
15 MAY 27 AM 8:59  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate and Articles of Conversion as of the 27<sup>th</sup> day of April, 2015.



Sidney M. Pertnoy, as a general partner of 141<sup>st</sup> Street Center, a Florida general partnership, and as a manager of 141<sup>st</sup> Street Center, LLC, a Florida limited liability company

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15 MAY 27 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
141<sup>st</sup> Street Center, LLC  
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Revised 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 141<sup>st</sup> Street Center, LLC (hereinafter, the "Company").

ARTICLE II  
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 14115 South Dixie Highway, Unit L, Miami, Florida 33176.

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 Sidney M. Pertnoy, 14115 South Dixie Highway, Unit L, Miami, Florida 33176.

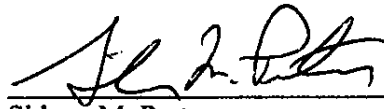
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 27<sup>th</sup> day of April, 2015.

  
\_\_\_\_\_  
Sidney M. Pertnoy, Manager

FILED  
15 MAY 27 AM 8:59  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for 141<sup>st</sup> Street Center, 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.



Sidney M. Pertnoy

Dated: April 27, 2015

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15 MAY 27 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE FL 32310