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(Business Entity Name)

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APR 2 2016

S. GILBERT

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Research Depot, 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:

Lindsay Miller

(Contact Person)

Linder Law Group

(Firm/Company)

1111 Brickell Ave Suite 2200

(Address)

Miami, FL 33131

(City, State and Zip Code)

[lindsay@linderlawgroup.com](mailto:lindsay@linderlawgroup.com)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Lindsay Miller

at (305) 717-7100

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☐ \$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

**Articles of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

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**VOID**

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:  
Research Depot, Inc

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation  
(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 22, 2004 10-27-1992  
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

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

Research Depot, 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.

Signed this 5 day of April 20 16.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative:

Printed Name: Lindsay

Title: Authorized Representative

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

Signature:

Printed Name: Lindsay Miller

Title: Authorized Representative

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)

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Research Depot, 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:

2900 West 84th Street

Hialeah, FL 33018

### Mailing Address:

2900 West 84th Street

Hialeah, FL 33018

## 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:

Limited Agent Services, LLC

Name

1111 Brickell Ave Suite 200

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

Miami

City

FL 33131

Zip

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*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)

**ARTICLE IV-**

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

**Title:**

"AMBR" = Authorized Member  
"MGR" = Manager  
MGR

**Name and Address:**

Esteban E. Gomez

(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.)**

**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.

**ARTICLE VI:** Other provisions, if any.

**REQUIRED SIGNATURE:**

**Signature of a member or an authorized representative of a member.**

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.  
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.

Lindsay Miller

Typed or printed name of signee

**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)**

MEMO RE: RESEARCH DEPOT INC.

DOCUMENT NUMBER P92000000199 / L 1 6 0 0 0 0 7 6 8 5 7

**RESEARCH DEPOT, INC** (the "Corporation") was formed as a Florida Profit Corporation on October 27, 1992.

On or around the 15<sup>th</sup> day of April, 2016, Articles of Conversion were filed with the Secretary of State, Division of Corporations to convert the Corporation from a Florida Profit Corporation to a Florida Limited Liability Company.

The conversion was not formally processed and the Corporation's status remained as a profit corporation on Sunbiz.org, while Research Depot, LLC was listed as an active LLC.

The Company determined that the conversion was not in its best interest and intended to continue operations as a Florida Corporation.

Due to the Corporation's active status on the Sunbiz.org, we contacted the Florida Division of Corporations to confirm that the Corporation could continue its operations as a Florida Profit Corporation.

We were informed by the Division of Corporations that because the Corporation was still active, there was no need to file Articles of Conversion, reverting back to the Corporate status. We were further advised that our only option/ requirement was to voluntarily dissolve Research Depot, LLC (LLC).

To assure that the corporation was in fact still in good standing, prior to dissolving the LLC, the Corporation requested a Certificate of Good Standing that was issued on the 13<sup>th</sup> day of September, 2016 (attached hereto as Exhibit "A").

The LLC was subsequently dissolved. In January, 2017 the Corporation continued in active status, and an annual report was filed.

The Corporation has operated as a Florida Profit Corporation from inception to current date.

In 2018, the Corporation was unable to file their annual report as the Division of Corporations removed the Corporation's active status.

We ask that the current status of the Corporation be reverted back into good standing so that the annual report can be filed and operations may continue.