

L16000119101

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

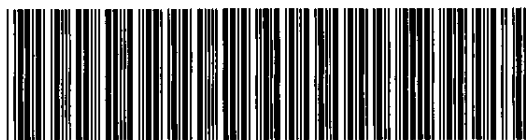
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800285019998

RECEIVED
DEPARTMENT OF STATE
16 APR 27 AM 11:40

04/27/16--01011--012 **150.00

RECEIVED
16 JUN 24 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Charter Number Only

4/26/14

Oscar Grisales - Racini

Requester's Name

20801 Biscayne Blvd

Address

Aventura FL 33180

City

State

ZIP

Phone

VALIDATION ONLY

CORPORATION(S) NAME

Marina Victoria Corp

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Other ~~CONVERSION~~

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk-In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 20, 2016

EMPIRE

SUBJECT: MARINA VICTORIA HOLDINGS, LLC
Ref. Number: W16000031187

We have received your document for MARINA VICTORIA HOLDINGS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

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) 245-6052.

Terri J Schroeder
Regulatory Specialist II

Letter Number: 516A00012928

RECEIVED
DEPARTMENT OF
STATE
16 JUN 24 AM 11:26

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MARINA VICTORIA CORP

(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:

SANDRA GOMEZ

(Contact Person)

OSCAR GRISALES RACINI PA

(Firm/Company)

20801 BISCAYNE BLVD. SUTE 306

(Address)

AVENTURA, FL 33180

(City, State and Zip Code)

SGOMEZ@GRSHLAW.COM

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

For further information concerning this matter, please call:

SANDRA GOMEZ

(Name of Contact Person)

at (305) 792-0439

(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

June 13th, 2016

Via regular mail

DEPARTMENT OF STATE
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: MARINA VICTORIA HOLDINGS, LLC

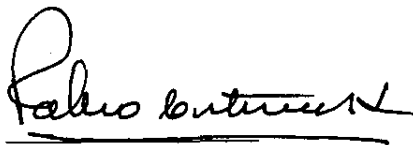
Dear Gentlemen/Madams:

This letter shall serve to confirm that I, Pablo Contreras and Paola Contreras, as managers of the MARINA VICTORIA HOLDINGS, LLC incorporated on February 23rd, 2016 and dissolved on May 31st, 2016, Document Number: L16000038011, do not plan on using the name in the future. As a matter of fact, MARINA VICTORIA HOLDINGS, LLC was incorporated to merge it with a FL Corporation. After we incorporated it, we learned that the merger had to be filed first in order to create the LLC.

We are filing the merger again, and ask you to please allow us to use the name MARINA VICTORIA HOLDINGS, LLC for the surviving entity.

Thank you.

Very Truly Yours,



Pablo Contreras
Manager



Paola Contreras
Manager

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

16 JUN 24 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:
MARINA VICTORIA CORP P15-83240
(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
(Enter state, or if a non-U.S. entity, the name of the country)
on 10/08/2015
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
MARINA VICTORIA HOLDINGS, 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 _____ day of FEBRUARY 20 16.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Pablo Contreras
Printed Name: PABLO CONTRERAS Title: MANAGER

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

Signature: Pablo Contreras
Printed Name: PABLO CONTRERAS Title: DIRECTOR

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
of the
MARINA VICTORIA HOLDINGS, LLC**

FILED
16 JUN 24 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A Florida Limited Liability Company

Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Florida by delivering in duplicate to the Secretary of State of the State of Florida these Articles of Organization, in accordance with the provisions of Florida Limited Liability Act, hereinafter referred to as the "Act".

Section 1.02 Name

The name of the limited liability company, referred to as the "Company", is:

MARINA VICTORIA HOLDINGS, LLC,
A Florida Limited Liability Company

Section 1.03 Duration

The Company shall exist for a perpetual duration from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless dissolved according to law.

Section 1.04 Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

Section 1.05 Principal Place of Business

The principal place of Business of the Company is:

Physical Address:
10871 NW 88TH TERR
227
DORAL, FL, 33178

Mailing Address:
10871 NW 88TH TERR
227
DORAL, FL, 33178

Section 1.06 Registered Agent and Registered Office

The name of the initial registered agent is Oscar Grisales-Racini, PA and the original registered addresses are as follows:

Physical Address:
20801 Biscayne Blvd
Suite 306
Aventura, FL, 33180

Mailing Address:
20801 Biscayne Blvd
Suite 306
Aventura, FL, 33180

Section 1.07 Registered Agent Consent

I, Oscar Grisales-Racini, a natural person and resident of Florida, accept the appointment as agent of MARINA VICTORIA HOLDINGS, LLC, a Florida Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: February __, 2016



Oscar Grisales-Racini, Registered Agent

Section 1.08 Name and Address of Managers

PABLO CONTRERAS
10871 NW 88TH TERR #227
DORAL, FL 33178

PAOLA CONTRERAS
10871 NW 88TH TERR #227
DORAL, FL 33178

Section 1.09 Additional Contributions

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

Section 1.10 Additional Members

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement.

Section 1.11 Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

Section 1.12 Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

Section 1.13 Management

The business of the Company shall be conducted under the management of its Members who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Members will be set forth in the Operating Agreement.

Section 1.14 Indemnification and Liability

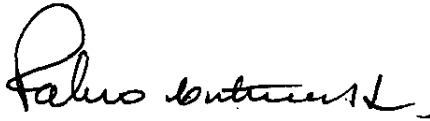
The Company may, as determined by the Members of the Company, indemnify and advance expenses to a Member, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

Section 1.15 Transferability of Interest

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

Executed on February ____, 2016



Pablo Contreras, Manager



Paola Contreras, Manager

FILED
16 JUN 24 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA