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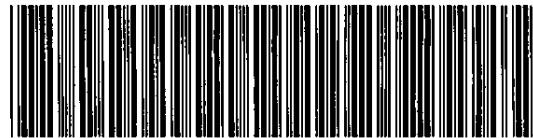
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17 JAN 23 PM 11:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 386 E. 139 St. Realty, 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:

Samuel L. LePrell

(Contact Person)

Samuel L. LePrell, Attorney and Counselor at Law

(Firm/Company)

1930 San Marco Boulevard, Suite 201, St. Mark's Place

(Address)

Jacksonville, Florida 32207

(City, State and Zip Code)

vgarrow@nyc.rr.com

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

For further information concerning this matter, please call:

Sam LePrell

at ( 904 ) 390-2705

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☒ \$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

**COVER LETTER**

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**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**

FILED  
17 JAN 23 PM 11:50  
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:  
386 E. 139 St. Realty Corp.

(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 New York  
on July 8, 2014 (Enter state, or if a non-U.S. entity, the name of the country)  
(date of organization, formation or incorporation)

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

386 E. 139 St. Realty, 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.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 1/18/17 day of January 2017.

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

Signature of Authorized Representative: Vincent Garrow  
Printed Name: Vincent Garrow Title: Manager

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

Signature: Vincent Garrow  
Printed Name: Vincent Garrow Title: President

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:

386 E. 139 St. Realty, 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:

15 East 40th Street

Suite 304

New York, New York 10016

#### Mailing Address:

15 East 40th Street

Suite 304

New York, New York 10016

### 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:

Samuel L. LePrell

Name

1930 San Marco Boulevard, Suite 201, St. Mark's Place

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

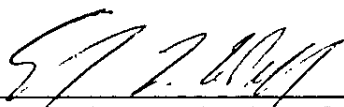
Jacksonville

City

FL 32207

Zip

*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:**

Vincent Garrow

15 East 40th Street, Suite 304

New York, New York 10016

(Use attachment if necessary)

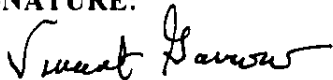
**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

**(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.

Vincent Garrow

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)**



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached is a form to convert an "Other Business Entity" into a "Florida Limited Liability Company" pursuant to section 605.1045, Florida Statutes. These forms are basic and may not meet all conversion needs. The advice of an attorney is recommended.

Pursuant to s. 605.0102(23)a, F.S., entity means: a business corporation, a nonprofit corporation, a general partnership, including a limited liability partnership, including a limited partnership, including a limited liability limited partnership; a limited liability company; a real estate investment trust; or any other domestic or foreign entity that is organized under an organic law.

**Filing Fees:** **\$150.00 (\$25 for Articles of Conversion and  
\$125 for Articles of Organization)**

**Certified Copy (optional):** **\$30.00**

**Certificate of Status (optional):** **\$5.00**

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

**Mailing Address**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Street Address**

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

For further information, you may contact the Registration Section at (850) 245-6051.

**Important Notice: As a condition to the conversion, pursuant to s.605.0212(9), F.S., each party to the conversion must be active and current through December 31 of the calendar year this document is being submitted to the Department of State for filing.**



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached are the forms and instructions to form a Florida Limited Liability Company pursuant to Chapter 605, Florida Statutes. All information included in the Articles of Organization must be in English and must be typewritten or printed legibly. If this requirement is not met, the document will be returned for correction(s). The Division of Corporations suggests using the sample articles merely as a guideline. Pursuant to s. 605.0201, Florida Statutes, additional information may be contained in the Articles of Organization.

The name of a limited liability company must be distinguishable on the records of the Florida Department of State.

A preliminary search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org). Preliminary name searches and name reservations are no longer available from the Division of Corporations. You are responsible for any name infringement that may result from your name selection.

**NOTE:** This form for filing Articles of Organization is basic. Each limited liability company is a separate entity and as such has specific goals, needs, and requirements. Additionally, the tax consequences arising from the structure of a limited liability company can be significant. The Division of Corporations recommends that all documents be reviewed by your legal counsel. The Division is a filing agency and as such does not render any legal, accounting, or tax advice. The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

Pursuant to s.605.0201, Florida Statutes, the Articles of Organization must set forth the following:

**ARTICLE I:**

The name of the limited liability company, which **must** end with the words "Limited Liability Company," or the abbreviation "L.L.C.," or the designation "LLC."

**ARTICLE II:**

The mailing address and the street address of the principal office of the limited liability company.

**ARTICLE III:**

The name and Florida street address of the limited liability company's registered agent. The registered agent must sign and state that he/she is familiar with and accepts the obligations of the position.

**ARTICLE IV:** The name and address of each person authorized to manage and control the Limited Liability Company. Although this information is optional at this time, **most financial institutions require this information to be recorded with the Florida Department of State in order to open an account. The Department of Financial Services also requires this information to issue Workers' Compensation.**

Use "AMBR" for members who are authorized to manage and control the company. Use "MGR" for managers of manger-managed LLCs.

**ARTICLE V: 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.**

**What is an effective date?**

You may list an effective date if you would like the limited liability company's existence to become effective on a date other than the date it is filed by this office., The effective date can be up to 5 business days prior to the date of receipt or up to 90 days after the date of receipt.

The entity's first annual report form will be due January 1<sup>st</sup> of the calendar year following the year of formation. If a limited liability company is created late in the calendar year and it doesn't expect to commence business until on or after January 1<sup>st</sup> of the upcoming year, it should add an effective date of January 1 for the coming year.

If the effective date is in the next calendar year, it will delay the requirement to file an annual report until the following calendar year. Example: A limited liability company is formed December 1, 2007. if it added an effective date of January 1, 2008, the first annual report would not be due until January 1, 2009. If a 2008 effective was not listed, the first annual report would be due January 1, 2008.

**Signature:**

Articles of Organization must be executed by an authorized person, and the execution of the document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

**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)**

A letter of acknowledgment will be issued free of charge upon registration. Please submit one check made payable to the Florida Department of State for the total amount of the filing fees and any optional certificate or copy.

A cover letter containing your name, address and daytime telephone number should be submitted along with the articles of organization and the check. The mailing address and courier address are:

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
(850) 245-6051

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
(850) 245-6051

**Important Information About the Requirement to File an Annual Report**

All Florida Limited Liability Companies must file an Annual Report yearly to maintain "active" status. The first report is due in the year following formation. The report must be filed electronically online between January 1<sup>st</sup> and May 1<sup>st</sup>. The fee for the annual report is \$138.75. After May 1<sup>st</sup> a \$400 late fee is added to the annual report filing fee. "Annual Report Reminder Notices" are sent to the e-mail address you provide us when you submit this document for filing. To file any time after January 1<sup>st</sup>, go to our website at [www.sunbiz.org](http://www.sunbiz.org). There is no provision to waive the late fee. Be sure to file before May 1<sup>st</sup>.

Any further inquiries concerning this matter should be directed to the Registration Section by calling (850) 245-6051.