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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BURCH  
JUN 5 2017

# HAROLD E. WOLFE, JR., P.A.

ATTORNEY AND COUNSELORS AT LAW

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HAROLD E. WOLFE, JR. \*

\* ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

\* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

\* FLORIDA BAR BOARD

CERTIFIED WILLS, TRUSTS,

AND ESTATES ATTORNEY

June 1, 2017

## BY UPS OVERNIGHT

Ms. Gina McLeod  
Supervisor, Bureau of Commercial Recording  
Florida Department of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Conversion of Florida Corporations to Florida Limited Liability Companies**

Dear Ms. McLeod:

In accordance with the Articles of Conversion which we earlier sent you for approval, our clients wish to convert the below listed corporations to limited liability companies. This conversion is being accomplished pursuant to Fla. Stat. §§605.1041(2), 605.1043(2), 605.1045, 607.1112, 607.1113, and 607.1114. For each of these entities we have enclosed both (i) Articles of Conversion and (ii) Articles of Organization for formation of the new limited liability companies. We have also enclosed our check in the amount of \$900.00 to cover fees to the Florida Department of State.

The Florida corporations being converted to limited liability companies are as follows:

### Old Corporation

121 Duval Company, Inc.  
126 Duval Company, Inc.  
135 Duval Company, Inc.  
211 Duval Company, Inc.  
619 Duval Company, Inc.  
The Old Harbor House, Inc.

### New Limited Liability Company

121 Duval Company, LLC  
126 Duval Company, LLC  
135 Duval Company, LLC  
211 Duval Company, LLC  
619 Duval Company, LLC  
The Old Harbor House, LLC

The stock ownership of each of the old corporations which will be converted to membership units for each of these entities is exactly the same so that each old stockholder percentage ownership in

**HAROLD E. WOLFE, JR., P.A.**

Ms. Gina McLeod

June 1, 2017

Page 2

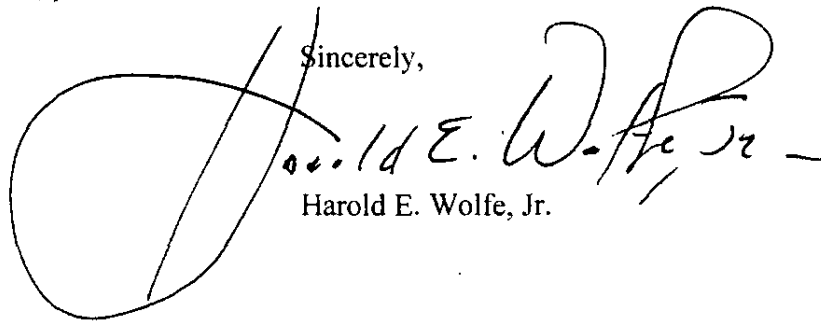
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the new limited liability company will be exactly the same. Therefore, there is no change of ownership with respect to any of these entities.

As we noted earlier, you previously approved the format for the Articles of Conversion since we did not use the exact Department of Revenue form but rather modified the form to follow the statutes. If there are any problems with this conversion, we would ask that you give us a telephone call rather than returning the documents so that we can make any necessary corrections. However, we doubt that there are any.

We ask that you process the enclosed Articles of Conversion accompanied by new Articles of Organization for each entity as soon as possible and return them to us at your earliest convenience. Should there be other questions, please feel free to call us.

Sincerely,

A large, stylized handwritten signature in black ink, which appears to read "Harold E. Wolfe, Jr." with a long horizontal flourish extending to the right.

Harold E. Wolfe, Jr.

HEW:ejn  
Enclosure

**ARTICLES OF CONVERSION  
OF  
619 DUVAL COMPANY, INC.  
INTO  
619 DUVAL COMPANY, LLC**

FILED  
17 JUN -2 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Fla. Stat. §§605.1041(2), 605.1043(2), 605.1045, 607.1112, 607.1113 and 607.1114, these Articles of Conversion and the attached Articles of Organization are submitted to the Florida Department of State to convert **619 Duval Company, Inc.**, a Florida for profit corporation, into **619 Duval Company, LLC**, a Florida limited liability company, in accordance with the requirements set forth in Fla. Stat. §§605.1045 and 607.1113. In order to accomplish such conversion, the following information required that Fla. Stat. §§605.1045 and 607.1113 is hereby submitted:

1. The name of the Florida for profit corporation converting into a Florida limited liability company prior to the filing of these Articles of Conversion is **619 Duval Company, Inc.**

2. **619 Duval Company, Inc.** was originally formed in the State of Florida on May 9, 1991, as a Florida for profit corporation governed under Chapter 607 of the Florida Statutes, the Florida Business Corporation Act.

3. The name of the Florida limited liability company, the converting entity, into which the Florida profit corporation will be converted is **619 Duval Company, LLC**, all is set forth in the attached Articles of Organization (attached hereto as "**Exhibit 1**").

4. The above-referenced Florida for profit corporation, **619 Duval Company, Inc.** (the "Other Business Entity") has converted into a Florida limited liability company, **619 Duval Company, LLC**, in compliance with Chapter 607 of the Florida Statutes and Fla. Stat. §607.1113

and the conversion complies with the applicable laws governing the "Other Business Entity" as set forth in Fla. Stat. §607.1113(1)(a).

5. The plan of conversion was approved by the Florida for profit corporation, **619 Duval Company, Inc.**, in accordance with Chapter 607 of the Florida Statutes and Fla. Stat. §607.1113(1)(b).

6. This conversion is effective under the laws governing the "Other Business Entity", the Florida for profit corporation, **619 Duval Company, Inc.**, on the day of filing these Articles of Conversion with the Florida Department of State.

7. The "Other Business Entity's" principal office address, including street and number is 7860 Peters Road, Unit F-104, Plantation, FL 33324.

8. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Fla. Stat. §§607.1301 through 607.1333 of the Florida Statutes. The converting entity has agreed to pay to the members of any limited liability company with appraisal rights the amount to which such members are entitled under Fla. Stat. §§605.1006 and 605.1061 through 605.1072.

9. The plan of conversion has been approved in accordance with all applicable statutes governing Florida limited liability companies including Fla. Stat. §§605.1041 - 605.1046.

10. The effective date of this conversion shall be the day upon which these Articles of Conversion are filed with the Florida Department of State.

11. The converting entity, **619 Duval Company, LLC**, shall retain the Subchapter S election of the converted entity, **619 Duval Company, Inc.**, all pursuant to Subchapter S of the Internal Revenue Code of 1986, as amended, I.R.C. §1361 et seq. of the Code.

Signed on 25 May, 2017.

**Signatures on behalf of Florida Profit Corporation:**

**619 DUVAL COMPANY, INC.**

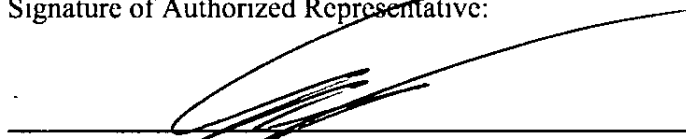
Signature of Authorized Representative:

  
Printed Name: CHARLES ITTAH,  
Title: President/Director


**Signature of Member or Authorized Representatives of Limited Liability Company:**

**619 DUVAL COMPANY, LLC:**

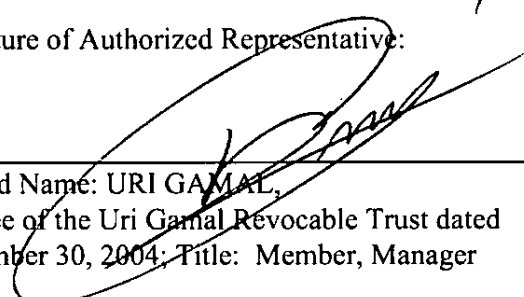
Signature of Authorized Representative:

  
Printed Name: SHLOMO D'JAMAL,  
Trustee of the Shlomo D'Jamal Revocable Trust dated  
May 13, 2004; Title: Member, Manager

Signature of Authorized Representative:

  
Printed Name: CHARLES ITTAH,  
Trustee of the Charles Ittah Revocable Trust dated July 14,  
1995, as restated on January 23, 2002;  
Title: Member, Manager

Signature of Authorized Representative: 7



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Printed Name: URI GAMAL,  
Trustee of the Uri Gamal Revocable Trust dated  
December 30, 2004; Title: Member, Manager

**"EXHIBIT 1"**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**619 DUVAL COMPANY, LLC**

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.201 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and hereby state and certify the following:

**ARTICLE I - NAME OF LIMITED LIABILITY COMPANY**

In accordance with Fla. Stat. §§605.0112 and 605.0201(2)(a), the limited liability company's name shall be **"619 DUVAL COMPANY, LLC"**.

**ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY**

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §§605.0201(4) and 605.0207.

**ARTICLE III - LOCATION OF PRINCIPAL OFFICE**

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

**Mailing and Street Address:**

7860 Peters Road, Unit F-104  
Plantation, FL 33324



#### **ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered address in the State of Florida is 7860 Peters Road, Unit F-104, Plantation, FL 33324. The name of the registered agent at such registered office is **CHARLES ITTAH**. The written acceptance of the Company's initial registered agent as required under Fla. Stat. §605.0201(2)(c) is affixed to the end of these Articles.

#### **ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof. In accordance with Fla. Stat. §605.0403(5)(or successor section), any Member who fails to make a required capital contribution under the terms of the Operating Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

## **ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the duration set forth in Article II hereof.

## **ARTICLE VII - COMPOSITION OF MANAGEMENT**

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605 of the Florida Statutes. This limited liability company shall be managed, as a Manager-managed limited liability company, by three (3) Managers, **SHLOMO D’JAMAL, CHARLES ITTAH, and URI GAMAL**, during their lifetime and no other persons or individuals shall have the right to so manage this limited liability company unless all of such Managers resign, die, voluntarily retire or consent in writing to a successor Manager; provided, however, that the three (3) aforesaid Managers may privately modify management among themselves in accordance with a written document executed by all of them. Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §§605.0407(1)(a) and 605.0201(3)(a) and shall be so managed by **SHLOMO D’JAMAL, CHARLES ITTAH, and URI GAMAL**, until all have resigned, died, or retired, or consented to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager, of **SHLOMO D’JAMAL, CHARLES ITTAH, and URI GAMAL**, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a

majority of Units in this limited liability company. In accordance with the foregoing, the names and addresses of the Manager of this limited liability company is:

<u>Name of Manager</u>	<u>Address</u>
Shlomo D'Jamal	7860 Peters Road Unit F-104 Plantation, FL 33324
Charles Ittah	7860 Peters Road Unit F-104 Plantation, FL 33324
Uri Gamal	7860 Peters Road Unit F-104 Plantation, FL 33324

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or §605.0404(2) (or successor sections) the Managers shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since this limited liability company is to be a manager-managed company, the Managers herein named shall have all of the rights afforded under Fla. Stat. §605.0407(3) (or successor statute); and the rights afforded the Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

#### **ARTICLE VIII – OWNERSHIP UNITS**

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is

the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount specified in the Operating Agreement or as specified in Fla. Stat. §605.0404 if the Operating Agreement is silent as to that matter.

#### **ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605 of the Florida Statutes. Additionally, this limited liability company shall engage in the business of owning real estate and commercial rentals.

#### **ARTICLE X - STATEMENT OF AUTHORITY**

This limited liability company may file a statement of authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

#### **ARTICLE XI -OPERATING AGREEMENT**

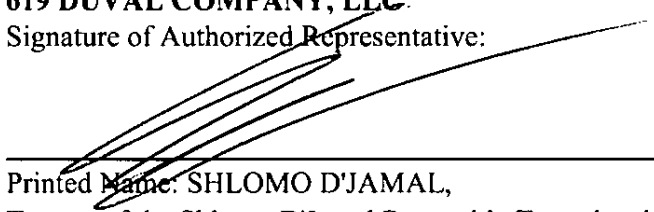
This limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VIII hereof), shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla. Stat. §§605.0105 and 605.0106; provided, however, that any amendment or alternation of the Operating Agreement of this limited liability company shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions of Chapter 605 of the Florida Statutes entitled the "Florida Revised

Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of any Operating Agreement then governing this limited liability company.

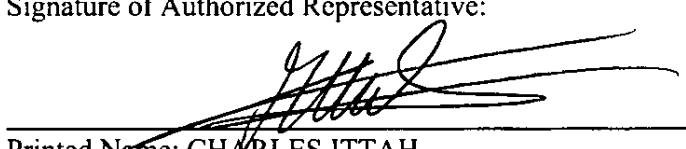
**IN WITNESS WHEREOF**, the undersigned, members of this limited liability company have executed these Articles of Organization on this 25 day of May, 2017.

**619 DUVAL COMPANY, LLC.**

Signature of Authorized Representative:

  
Printed Name: SHLOMO D'JAMAL,  
Trustee of the Shlomo D'Jamal Revocable Trust dated May  
13, 2004; Title: Member, Manager

Signature of Authorized Representative:

  
Printed Name: CHARLES ITTAH,  
Trustee of the Charles Ittah Revocable Trust dated July 14,  
1995, as restated on January 23, 2002;  
Title: Member, Manager

Signature of Authorized Representative:

  
Printed Name: URI GAMAL,  
Trustee of the Uri Gamal Revocable Trust dated  
December 30, 2004; Title: Member, Manager

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF BROWARD    )

BEFORE ME personal appeared SHLOMO D'JAMAL, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced FL DR D254780580060 as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

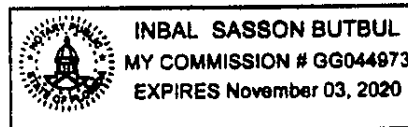
WITNESS my hand and official seal this 25 day of May,  
2017.

(SEAL)

Sasson Zhal  
Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF BROWARD    )



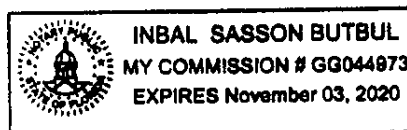
BEFORE ME personal appeared CHARLES ITTAH, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced FLDR I300/40650830 as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25 day of May,  
2017.

(SEAL)

Sasson Zhal  
Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)



STATE OF FLORIDA       )  
  ) ss:  
COUNTY OF BROWARD    )

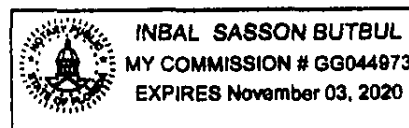
BEFORE ME personal appeared URI GAMAL, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced FL DR G540840590910 as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25 day of May,  
2017.

(SEAL)

Sasson Butbul  
Notary Public, State of Florida

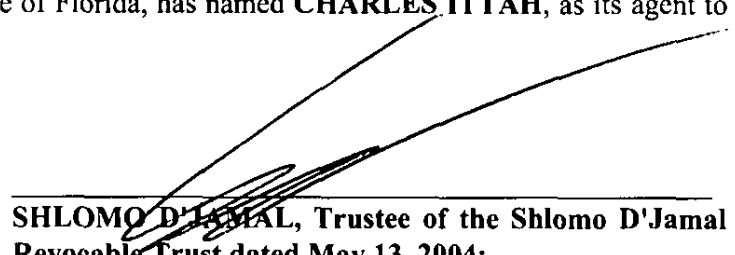
(Print, Type or Stamp Commissioned Name of Notary Public)



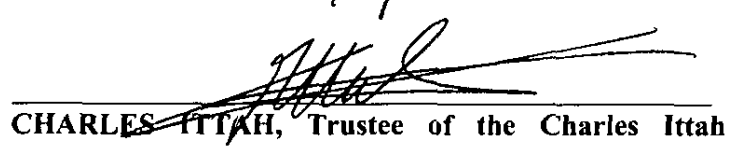
**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 605.0113, Florida Statutes, the following is submitted:

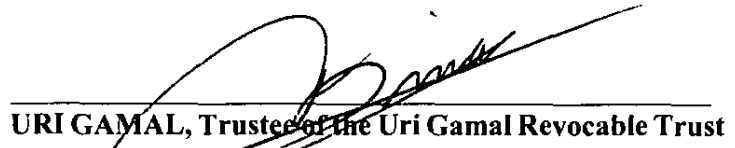
That **619 DUVAL COMPANY, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Plantation, County of Broward, State of Florida, has named **CHARLES ITTAH**, as its agent to accept service of process.

  
\_\_\_\_\_  
**SHLOMO D'JAMAL**, Trustee of the Shlomo D'Jamal  
Revocable Trust dated May 13, 2004;  
Title: Incorporating Member

Date: 25 May, 2017

  
\_\_\_\_\_  
**CHARLES ITTAH**, Trustee of the Charles Ittah  
Revocable Trust dated July 14, 1995, as restated on  
January 23, 2002;  
Title: Incorporating Member

Date: 25 May, 2017

  
\_\_\_\_\_  
**URI GAMAL**, Trustee of the Uri Gamal Revocable Trust  
dated December 30, 2004;  
Title: Incorporating Member

Date: 25 May, 2017



**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes and Florida Statutes §605.0113, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

**REGISTERED AGENT:**

  
\_\_\_\_\_  
CHARLES ITTAH

Date: 25 may, 2017

FILED  
17 JUN -2 AM 9:41  
CLERK OF STATE  
TALLAHASSEE, FLORIDA