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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

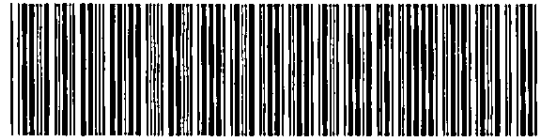
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CLERK OF STATE
ALABAMA OFFICE

T. BURCH

FEB 1 2018

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: HIGHVIEW PROPERTIES, 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:

ROBERT E. DUBOW

(Contact Person)

HIGHVIEW PROPERTIES, LLC

(Firm/Company)

215 North Federal Highway

(Address)

Dania Beach, Florida 33004

(City, State and Zip Code)

ROBERTEDUB@aol.com

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

For further information concerning this matter, please call:

ROBERT E. DUBOW

at (954) 328-1025

(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:

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

MAILING ADDRESS:

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

ARTICLES OF CONVERSION

FOR

HIGHVIEW PROPERTIES, INC., a Florida corporation

INTO

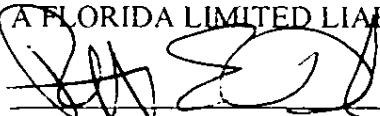
HIGHVIEW PROPERTIES, LLC, A FLORIDA LIMITED LIABILITY COMPANY


THE ARTICLES OF CONVERSION and attached Articles of Organization are submitted to convert HIGHVIEW PROPERTIES, INC., a Florida corporation (hereinafter the "Converting Entity") into HIGHVIEW PROPERTIES, LLC, a Florida limited liability company (hereinafter the "Converted Entity") in accordance with Section 605.1045, Florida Statutes:

1. The name of the "Converting Entity" immediately prior to the filing of these Articles of Conversion is: HIGHVIEW PROPERTIES, INC., a corporation first formed on June 21, 1997 under the laws of the State of Florida. under Document number P97000005946..
2. The name of the Florida Limited Liability Company, the Converted Entity, as set forth in the attached Articles of Organization is: HIGHVIEW PROPERTIES, LLC, to become effective on the date of filing.
4. The Plan of Conversion has been approved in accordance with all applicable statutes.
5. No Shareholders of the Converting Entity have dissented from the proposed conversion and therefor section 607.1301- 607.1133, Florida statutes are not applicable.

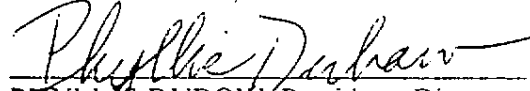
SIGNED this 2 day of January, 2018.


SIGNATURE OF AUTHORIZED REPRESENTATIVE OF HIGHVIEW PROPERTIES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY, THE CONVERTED ENTITY:


ROBERT E. DUBOW, MEMBER


PHYLLIS DUBOW, MEMBER

SIGNATURES ON BEHALF OF HIGHVIEW PROPERTIES, INC., A FLORIDA
CORPORATION, THE CONVERTING ENTITY


PHYLLIS DUBOW, President, Director,
Shareholder


ROBERT E. DUBOW, Vice President,
Director, Shareholder

FILED
18 JAN 19 PM 4:21
CLERK OF CIRCUIT COURT
JANUARY 19 2018

ARTICLES OF ORGANIZATION

OF

HIGHVIEW PROPERTIES, LLC

a Florida limited liability company created herein pursuant to the provisions contained in Chapter 605, Florida Statutes:

ARTICLE I. NAME

The name of the limited liability company created hereby shall be HIGHVIEW PROPERTIES, LLC

ARTICLE II. MAILING ADDRESS, STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of HIGHVIEW PROPERTIES, LLC, shall be:

215 North Federal Highway
Dania Beach, Florida 33004

ARTICLE III. NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT

The name and street address of the initial registered agent for HIGHVIEW PROPERTIES, LLC shall be:

Robert E. Dubow
215 North Federal Highway
Dania Beach, Florida 33004

ARTICLE IV. MANAGEMENT OF HIGHVIEW PROPERTIES, LLC

HIGHVIEW PROPERTIES, LLC shall initially be a member-managed limited liability company. Any one Member, is authorized to act on behalf of and bind HIGHVIEW PROPERTIES, LLC without the joinder or consent of any one or more of the remaining Members. All deeds, mortgages, conveyances, pledges, transfers, and contracts executed by at least one Member shall be binding on HIGHVIEW PROPERTIES, LLC. A power of attorney may be used to sell, transfer, convey, mortgage or pledge any property of HIGHVIEW PROPERTIES, LLC upon the written consent of a majority-in-interest (also referred to as a majority of ownership interests) of the Members.

Upon the vote of a majority-in-interest of the Members, HIGHVIEW PROPERTIES, LLC can be converted to a limited liability company that is manager-managed rather than member-managed. Upon such vote of the majority-in-interest of the Members, HIGHVIEW PROPERTIES, LLC shall then be managed by the Member or Members then designated as managing-member or managing members, or by a manager (or managers) who are not also members of HIGHVIEW PROPERTIES, LLC.

The names and addresses of the initial Members is as follows:

Robert E. Dubow
215 North Federal Highway
Dania Beach, Florida 33004

Phyllis Dubow
215 North Federal Highway
Dania Beach, Florida 33004

ARTICLE V. APPLICATION OF CHAPTER 605, FLORIDA STATUTES

The provisions contained in Chapter 605, Florida Statutes, as now constituted and as hereafter amended, shall be applicable to HIGHVIEW PROPERTIES, LLC, its Members, its member-managers, and its non-member managers to the extent that such statutory provisions do not conflict with any provision contained in these Articles of Organization or any Operating Agreement, written or oral, that may legally be entered into or adopted by the Members.

ARTICLE VI. PURPOSE

This limited liability company is organized under Chapter 605, Florida Statutes to conduct any lawful business, investment or commercial activity, for profit, that is authorized or permitted under the laws of the State of Florida and that is authorized or permitted under the laws of any other state in which this limited liability company chooses to conduct business.

ARTICLE VII. AMENDMENT/RESTATEMENT OF ARTICLES OF ORGANIZATION

The Articles of Organization may be amended or restated at any time by a vote of not less than a majority-in-interest of the Members.


ARTICLE VIII. ADMISSION OF ADDITIONAL MEMBERS, TRANSFERS

No person or entity may be admitted as a Member unless all of the Members consent in writing to the admission of the additional Member, or pursuant to the procedure provided in the Operating Agreement. Notwithstanding anything herein or in the Operating Agreement to the contrary, a Member may transfer all or any part of his, her, or its Membership Interest in this Limited Liability Company to a trust, revocable or irrevocable, in which the transferor is the settlor, beneficiary, trustee, or Co-Trustee, or any combination thereof, without the need to obtain the prior written consent of any other Member. The transferee of a Membership Interest herein pursuant to this provision, i.e. with consent of all remaining Members, or without the consent of all remaining Members, if transferee is a trust, revocable or irrevocable, in which the transferor is the settlor, beneficiary, trustee, or Co-Trustee, or any combination thereof, shall be a Member, entitled to all of the rights and interests of the transferor as well as being subject to the duties and obligations of the transferor, including but not limited to all rights of the transferor to participate in the management of the company's activities and affairs, access to record and other information pertaining to the company's activities and affairs, right to receive distributions, all to the same extent as the transferor would otherwise have been entitled but for the transfer.

IN WITNESS WHEREOF, under the penalties of perjury, the undersigned, being all of the Members of HIGHVIEW PROPERTIES, LLC, have executed these Articles of Organization of HIGHVIEW PROPERTIES, LLC on this 2 day of January, 2018 and affirm that the facts stated therein are true and they are persons who have authority to execute this instrument.


ROBERT E. DUBOW, Member

(SEAL)

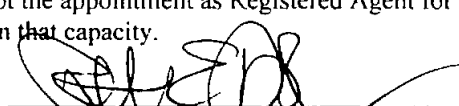

PHYLLIS DUBOW, Member

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named hereinabove as the initial Registered Agent and to accept service of process for HIGHVIEW PROPERTIES, LLC, does, simultaneously and affirmatively, state and acknowledge, the following:

1. That the undersigned resides in the State of Florida.
2. That the undersigned's business address is identical with the principal place of business of HIGHVIEW PROPERTIES, LLC as set forth above, i.e. 215 North Federal Highway, Dania Beach, Florida 33004.
3. That the undersigned is familiar with the obligations of the position of Registered Agent as provided for in Chapter 605, Florida Statutes and accepts the obligations of that position and further agrees to comply with the provisions of Chapter 605 and all statutes relating to the proper and complete performance of the duties of Registered Agent.
4. That the undersigned does hereby accept the appointment as Registered Agent for HIGHVIEW PROPERTIES, LLC and agrees to serve in that capacity.


ROBERT E. DUBOW, Registered Agent