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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

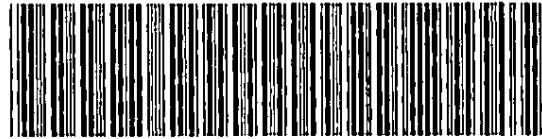
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FEB 08 2018

F. SCOTT

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Kiwi Investments, LLC

\_\_\_\_\_  
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Articles of Domestication **of a Non-U.S. Entity** and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

David W. Jahnke, Esq.

\_\_\_\_\_  
Name of Person

Dinsmore & Shohl LLP

\_\_\_\_\_  
Firm/Company

255 East Fifth Street, Suite 1900

\_\_\_\_\_  
Address

Cincinnati, OH 45202

\_\_\_\_\_  
City/State and Zip Code

david.jahnke@dinsmore.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David W. Jahnke, Esq.

at ( 513 ) 977-8611

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Tifton Building  
661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

Articles of Domestication: \$25  
Articles of Organization: \$125  
Total to Domesticate and file: \$150

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

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:  
Kiwi Investments, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Connecticut  
(Enter state, or if a non-U.S. entity, the name of the country)

on March 19, 2010  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
Kiwi Investments One, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

**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.

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Signed this 31st day of January 2018.

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

Signature of Authorized Representative: /s/ William Shea

Printed Name: William Shea Title: Manager

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

Signature: /s/ William Shea

Printed Name: William Shea Title: Manager

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:

Kiwi Investments One, LLC

(Must contain 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:

1010 Poinsettia Road

Delray Beach, Florida 33483

#### Mailing Address:

1010 Poinsettia Road

Delray Beach, Florida 33483

### 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:

William F. Shea

Name

1010 Poinsettia Road

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

Delray Beach

City

FL 33483

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..*

/s/ William F. Shea

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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**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:

William F. Shea

1010 Poinsettia Road

Delray Beach, FL 33483

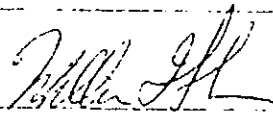
(Use attachment if necessary)

**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 calendar days after the date of filing.)

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

REQUIRED SIGNATURE:



Signature of a member or an authorized representative

In accordance with section 605.0205 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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.817.135, F.S.

William F. Shea

Typed or printed name of signer

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)