

L18<sup>000</sup>234092

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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FALL 2018

**COVER LETTER**

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

**SUBJECT:** BUSINESS PORTFOLIO HOLDING COMPANY, 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:

MASON A. PERTNOY, ESQ.

(Contact Person)

SOLOWSKY & ALLEN, P.L.

(Firm/Company)

201 S. BISCAYNE BLVD., SUITE 915

(Address)

MIAMI, FLORIDA 33131

(City, State and Zip Code)

MPERTNOY@SALAWMIAMI.COM

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

For further information concerning this matter, please call:

MASON A. PERTNOY, ESQ.

at ( 305 ) 371-2223

(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

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M16-9130

**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:  
BUSINESS PORTFOLIO HOLDING COMPANY, 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 WYOMING  
(Enter state, or if a non-U.S. entity, the name of the country)

on OCTOBER 24, 2016  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
BUSINESS PORTFOLIO HOLDING COMPANY, 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 25 day of SEPTEMBER 2018.

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

Signature of Authorized Representative:   
Printed Name: FABRIZIO PUCCI Title: MGR

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

Signature:   
Printed Name: FABRIZIO PUCCI Title: MGR

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)

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 State of Florida  
 Tallahassee  
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

BUSINESS PORTFOLIO HOLDING COMPANY, 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:**

**Mailing Address:**

828 EUCLID AVENUE, APT. 4  
MIAMI BEACH, FLORIDA 33139

828 EUCLID AVENUE, APT. 4  
MIAMI BEACH, FLORIDA 33139

**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:

FABRIZIO PUCCI  
Name

828 EUCLID AVENUE, APT. 4  
Florida street address (P.O. Box **NOT** acceptable)

MIAMI BEACH                      FL 33139  
City    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)

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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:**

FABRIZIO PUCCI

828 EUCLID AVENUE, APT. 4

MIAMI BEACH, FLORIDA 33139

MGR

FRANCA FELLI

828 EUCLID AVENUE, APT. 4

MIAMI BEACH, FLORIDA 33139

\_\_\_\_\_  
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(Use attachment if necessary)

**ARTICLE V: 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.

FABRIZIO PUCCI

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)**