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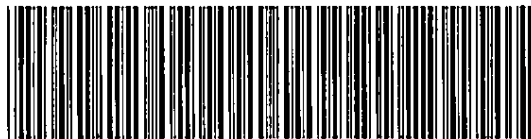
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TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** Kardel Enterprises, 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:

Richard Montes de Oca

(Contact Person)

MDO Partners

(Firm/Company)

175 SW 7th St #1900

(Address)

Miami, FL 33131

(City, State and Zip Code)

mramos@pakya.com

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

For further information concerning this matter, please call:

Richard Montes de Oca

at (305) 704-8452

(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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ARTICLES OF CONVERSION  
OF  
KARDEL ENTERPRISES, INC.  
INTO  
KARDEL ENTERPRISES, LLC.

These Articles of Conversion and the attached Articles of Organization are submitted in order to convert KARDEL ENTERPRISES, INC., a Florida corporation (the "Company"), into a Florida limited liability company in accordance with Section 605.1045, Florida Statutes.

Section 1. The name of the Company immediately prior to the filing of these Articles of Conversion is KARDEL ENTERPRISES, INC.

Section 2. KARDEL ENTERPRISES, INC. is a corporation first formed under the laws of the State of Florida on November 1, 2010.

Section 3. The jurisdiction of the Company has not changed and will remain the State of Florida.

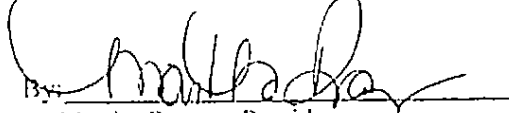
Section 4. The name of the Florida limited liability company into which the Company will be converted, as set forth in the Articles of Organization attached to Exhibit A, is KARDEL ENTERPRISES, LLC, (the "Converted Company").

Section 5. The effective date of the conversion is the date of filing of these Articles of Conversion with the Florida Department of State.

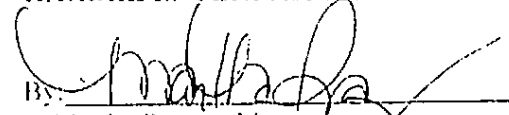
Section 6. The plan of conversion has been approved in accordance with all applicable statutes and the Converted Company has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

IN WITNESS WHEREOF, the undersigned have caused the execution of the foregoing Articles of Conversion this 28<sup>th</sup> day of November, 2018.

KARDEL ENTERPRISES, INC.

By:   
Martha Ramos, President

KARDEL ENTERPRISES, LLC

By:   
Martha Ramos, Manager

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Exhibit A

Articles of Organization of Kardel Enterprises, LLC.

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ARTICLES OF ORGANIZATION  
OF  
KARDEL ENTERPRISES, LLC

The undersigned, being the Sole Organizer, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I  
NAME

The name of the limited liability company is KARDEL ENTERPRISES, LLC (the "Company").

ARTICLE II  
ADDRESS

The principal office of the Company is:

7950 NW 77th Street, # 4  
MIAMI, FL 33195-2133

The mailing address of the Company is:

P O BOX 660514  
MIAMI SPRINGS, FL 33266-0514

ARTICLE III  
REGISTERED AGENT AND OFFICE

The Company designates 7950 NW 77th Street, # 4, MIAMI, FL 33195-2133, as the street address of the initial registered office of the Company and names Martha Ramos, a Florida individual, as initial registered agent at that address to accept service of process within this state.

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**ARTICLE IV**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE V**  
**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until his or her successor(s) are duly elected and qualified.

**ARTICLE VI**  
**MANAGERS**

The name and address of the initial Manager of the Company is:

Martha Ramos  
7950 NW 77th Street, # 4  
MIAMI, FL 33195-2133

**ARTICLE VII**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

**ARTICLE VIII**  
**AUTHORIZED UNITS**

The Company is authorized to issue One Hundred Thousand (100,000) membership units, par value \$0.01 per unit.

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ARTICLE IX  
ADDITIONAL MEMBERS

Additional Members may be admitted upon the written consent of the majority ownership interest, or as otherwise set forth in the Operating Agreement of the Company, if applicable.

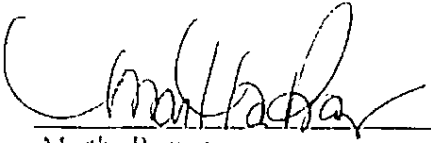
ARTICLE X  
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

[SIGNATURES ON FOLLOWING PAGE]

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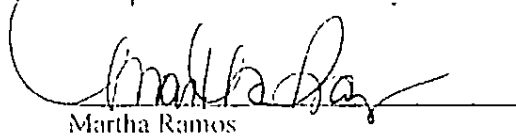
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 28<sup>th</sup> day of November, 2018.

  
\_\_\_\_\_  
Martha Ramos

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for KARDEL ENTERPRISES, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 28<sup>th</sup> day of November, 2018.

  
Martha Ramos

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