

LI 9000116156

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

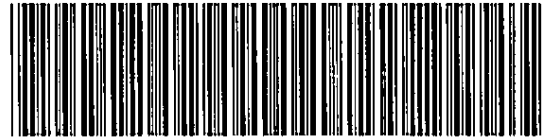
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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FILED
19 APR 26 AM 8:02
TALLAHASSEE
STATE OF FLORIDA

MAY - 7 2019
C Kinsey

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: 246 West 38 Holdings, 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:

Gabriel Groisman, Esq.
(Contact Person)

Groisman Law, PLLC
(Firm/Company)

3323 NE 163rd Street, Suite 508
(Address)

North Miami Beach, FL 33160
(City, State and Zip Code)

gabriel@groismanlaw.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Gabriel Groisman, Esq. at (305) 930-7979
(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
"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:
246 West 38 Holdings, 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 North Carolina
(Enter state, or if a non-U.S. entity, the name of the country)

on April 9, 2015
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

246 West 38 Holdings, 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 30 day of April 2019.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: Steven Gut Title: Authorized Representative

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

Signature: [Signature]
Printed Name: Steven Gut Title: Authorized Representative

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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19 APR 26 AM 8:02
T. T. HAWK OF STATE
SECRETARY

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

246 West 38 Holdings, 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:

10800 Biscayne Blvd.

10800 Biscayne Blvd.

Suite 350B

Suite 350B

Miami, FL 33161

Miami, FL 33161

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:

Gabriel Groisman, Esq., Groisman Law, PLLC

Name

3323 NE 163rd Street, Suite 508

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

North Miami Beach

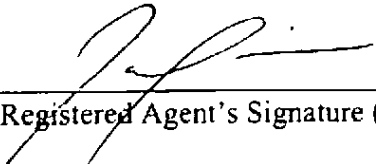
FL 33160

City

Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Ralph Gut Trust fbo Steven Gut

10800 Biscayne Blvd., Suite 350B

Miami, FL 33161

AMBR

Mary Gut Trust fbo Steven Gut

10800 Biscayne Blvd., Suite 350B

Miami, FL 33161

AMBR

Ralph Gut Trust fbo Jeffrey Gut

10800 Biscayne Blvd., Suite 350B

Miami, FL 33161

AMBR

Mary Gut Trust fbo Jeffrey Gut

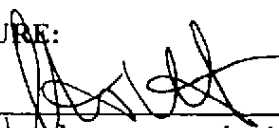
10800 Biscayne Blvd., Suite 350B

Miami, FL 33161 (SEE ATTACHMENT)

(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.

STEVEN GUT

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)

19 APR 25 AM 8:02
DEPARTMENT OF STATE
CORPORATION SERVICES
FILED

246 West 38 Holdings, LLC
Articles of Organization for Florida Limited Liability Company
(cont.)

Article IV cont.

AMBR

Ralph Gut Trust fbo
Michelle Gut Lobel
10800 Biscayne Blvd., Suite 350B
Miami, FL 33161

AMBR

Mary Gut Trust fbo
Michelle Gut Lobel
10800 Biscayne Blvd., Suite 350B
Miami, FL 33161

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19 APR 25 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FL 32310