

L19000191367

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

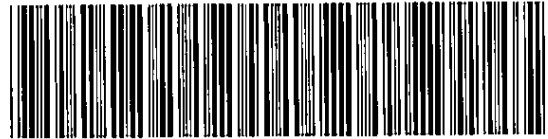
(Document Number)

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

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2019 JUL 29 PM 4:19

19 AUG -5 PM 1:22

FILED

**COVER LETTER**

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

**SUBJECT:** CARDIFF USA 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:

ERIC P. GROS-DUBOIS, ESQ

(Contact Person)

EPGD ATTORNEYS AT LAW, P.A.

(Firm/Company)

777 SW 37TH AVENUE, SUITE 510

(Address)

MIAMI, FL 33135

(City, State and Zip Code)

ERIC@EPGDLAW.COM

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

For further information concerning this matter, please call:

ERIC P. GROS-DUBOIS, ESQ

786

837-6787

at (

(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



ERIC P. GROS-DUBOIS ESQ.  
MIAMI OFFICE: (305) 527-6787  
D.C. OFFICE: (202) 900-2818  
DIRECT FAX: (305) 718-0637  
E-MAIL: ERIC@EPGDLAW.COM

July 29, 2019

Re: CARDIFF USA LLC

To whom it may concern,

I am writing to you on behalf of our client, Cardiff USA LLC (the "Company"), to provide clarifications as to the documents attached herein.

Cardiff USA LLC, a Florida limited liability company has been incorporated under the laws of the state of Florida on 07/17/2018, with document number LI8000197734.

This Florida entity has been dissolved on July 26, 2019 and attached you will find corporate resolutions approving that dissolution, approving the non-revocation of the dissolution, and releasing the right to use the name.

These same owners and managers of the FL entity already have a Delaware entity with the same name, Cardiff USA LLC, which was incorporated on 10/10/2017 and would like to convert this entity from a Delaware LLC to a FL LLC. Attached are the articles of conversion and organization.

In order not to have an issue with having the Delaware entity converted to a Florida entity with the same name as another entity, the Department of State has explicitly asked we explain the situation and attach corporate resolutions approving the same.

Therefore, the Florida entity with document number LI8000197734 shall be dissolved and the Delaware entity should be converted into a Florida entity.

If you have any questions or concerns, please do not hesitate to contact me.

Best Regards,

A handwritten signature in black ink, appearing to read "Eric P. Gros-Dubois", written over a horizontal line.

Eric P. Gros-Dubois, Esq.  
For the Firm

FILED  
19 AUG -5 PM 1:28  
U.S. DISTRICT COURT  
SOUTHERD DISTRICT OF FLORIDA

**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:  
CARDIFF USA LLC

(Enter Name of Other Business Entity)  
LIMITED LIABILITY COMPANY

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

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

10/10/2017

on \_\_\_\_\_  
(date of organization, formation or incorporation)

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

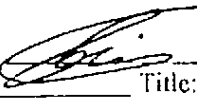
5. The plan of conversion has been approved in accordance with all applicable statutes.

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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19 AUG -5 PM 1:28  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

Signed this 26 day of July 2019.

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

Signature of Authorized Representative: 

Printed Name: Jack Haines

Title: Authorized representative, member, and manager

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

Signature: 

Printed Name: Jack Haines

Title: Authorized representative, member, and 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)

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19 AUG -5 PM 1:22  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

CARDIFF USA 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:

1760 NW 22nd Street

Miami, FL 33142

#### Mailing Address:

1760 nw 22nd Street

Miami, FL 33142

### 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:

EPGD Attorneys at Law, P.A.

Name

777 SW 37th Avenue, Suite 510

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


Miami

City

FL 33135

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)

FILED  
19 AUG -5 PM 11:10  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

**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:**

Jack Haines

1760 NW 22nd Street

Miami, FL 33142

MGR

William Haines

1760 NW 22nd Street

Miami, FL 33142

(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.

Jack Haines, Authorized representative, member, and manager

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 AUG -5 PM 1:22  
FILED  
FLORIDA

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "CARDIFF USA LLC" IS DULY FORMED UNDER  
THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A  
LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF  
THE TWENTY-FOURTH DAY OF JULY, A.D. 2019.



  
Jeffrey W. Bullock, Secretary of State