

L19000215083

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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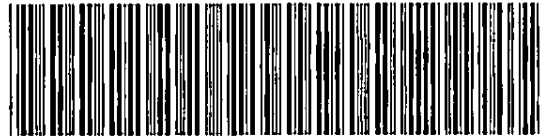
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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19 AUG 28 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2019 AUG 28 PM 3:44

FILED

AUG 29 2019

Brumbley



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 08/28/2019

Name: Merritt Walker

Reference #: 1123127

Entity Name: SURFACES SOUTHEAST, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$180

Signature: *MW*

PLAN OF CONVERSION

of

SURFACES SOUTHEAST, INC.
a Florida corporation

August 28, 2019

In accordance with the Florida Business Corporation Act (the "Act"), **SURFACES SOUTHEAST, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following Plan of Conversion (this "Plan"):

1. Conversion. The Corporation shall be converted (the "Conversion") into Surfaces Southeast, LLC, a Florida limited liability company (the "Company") upon the filing of the Articles of Conversion in substantially the form attached hereto as Exhibit A (the "Effective Time").

2. Conversion of Shares. Upon the Effective Time each issued and outstanding share of the Corporation shall, by operation of the Conversion, convert into an equal number of membership interests of the Company.

3. Charter. Upon the Effective Time, the Articles of Organization of the Company shall be as attached hereto as Exhibit B until further amended as permitted by law.

4. Amendment and Termination. This Plan may be amended or terminated as the case may be by written instrument of both parties at any time before the Articles of Conversion is filed.

[Signatures appear on following page]

FILED

2019 AUG 28 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion of Surfaces Southeast, Inc. as of the date first set forth above.

CORPORATION:

SURFACES SOUTHEAST, INC.

a Florida corporation

By: _____

Name: Albert Claramonte

Title: President

EXHIBIT A

ARTICLES OF CONVERSION
(see attached)

ARTICLES OF CONVERSION

for

SURFACES SOUTHEAST, INC.,
a Florida corporation

into

SURFACES SOUTHEAST, LLC,
a Florida limited liability company

August 28, 2019

In accordance with Section 605.1045 of the Florida Revised Limited Liability Company Act, the following Articles of Conversion (these "Articles") are submitted to convert **SURFACES SOUTHEAST, INC.**, a Florida corporation, into **SURFACES SOUTHEAST, LLC**, a Florida limited liability company:

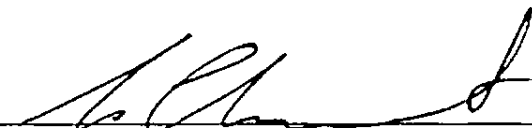
1. The name of the "Other Business Entity" immediately prior to the filing of these Articles is Surfaces Southeast, Inc.
2. The "Other Business Entity" is a corporation first incorporated under the Florida Business Corporation Act on May 4, 2013.
3. The name of the Florida Limited Liability Company as set forth in the Articles of Organization attached hereto as Exhibit A is Surfaces Southeast, LLC.
4. These Articles shall be effective as of August 28, 2019.
5. The plan of conversion has been approved in accordance with Sections 607.1112-607.1114 of the Florida Business Corporation Act.

[Signatures appear on following page]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion of Surfaces Southeast, Inc. as of the date first set forth above.

OTHER BUSINESS ENTITY:

SURFACES SOUTHEAST, INC.

By: 
Name: Albert Claramonte
Title: President

LIMITED LIABILITY COMPANY:

SURFACES SOUTHEAST, LLC


By: 
Name: Albert Claramonte
Title: President

EXHIBIT A

ARTICLES OF ORGANIZATION

(see attached)

EXHIBIT B

ARTICLES OF ORGANIZATION
(see attached)

**ARTICLES OF ORGANIZATION
OF
SURFACES SOUTHEAST, LLC**

AUGUST 28, 2019

These Articles of Organization of Surfaces Southeast, LLC, are being executed and filed by each of the undersigned, as the organizer and sole member, for the purpose of organizing a limited liability company under the Florida Revised Limited Liability Company Act.

1. The name of the limited liability company is Surfaces Southeast, LLC.
2. The mailing address and street address of the principal office of the limited liability company is 3009 NW 75th Avenue, Miami, FL 33122.
3. The name of the registered agent is Cogency Global, Inc., and the street address is 115 North Calhoun Street, Suite 4, Tallahassee, FL 32301 (Leon County).

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:

Merritt Walker
By: Merritt Walker
Its: Asst Secretary Cogency
Global Inc.

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

Title:
Authorized Member

Name and Address:
Albert Claramonte
85 Palm Ave.
Miami Beach, FL 33139

5. These Articles of Organization shall become effective as of August 28, 2019

[Signature Page Follows]

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.



Albert Claramonte, Member