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OFFICE OF THE STATE
TREASURER, FL

SIEGFRIED RIVERA

Mirta M. Iglesias
miglesias@siegfriedrivera.com

January 15, 2020

VIA FEDERAL EXPRESS

Ms. Jessica A. Fason, Regulatory Specialist II
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Little Cloud Estate LLC/Fax Aud. #: H19000355214
Letter Number: 619A00025126

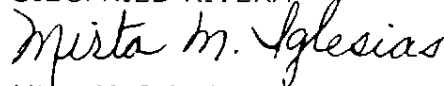
Dear Ms. Fason:

The attached Articles of Organization and Certificate of Conversion were submitted via facsimile on December 10, 2019. On December 11, 2019, we received correspondence from your stating that the Articles of Conversion had to be submitted via mail for filing. On December 12, 2019, said documentation was submitted by mail for filing, but to date, we have not received any confirmation of said filing. I have followed up and have been advised that the filing cannot be located. I am once again submitting all necessary documentation for the filing of said entity. Please note that the fees for filing same of \$125.00 has been deducted from our firm's e-filing account number 076424000767. It is imperative that this entity be file as expeditiously as possible as our client is in the process of conducting business and cannot complete until the entity is filed.

Thank you for your prompt and kind attention to this matter. If you have any questions or require further documentation, please contact me at your earliest at 954-781-1134 or miglesias@siegfriedrivera.com.

Sincerely,

SIEGFRIED RIVERA



Mirta M. Iglesias
Assistant to Oscar R. Rivera, Esq.

/mmi
Enclosures



December 11, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TORRE & MOCRAS

SUBJECT: LITTLE CLOUD ESTATE, LLC
REF: W19000106867

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A conversion cannot be submitted as a fax filing. Please mail the appropriate documents to our office via mail for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason
Regulatory Specialist II

FAX Aud. #: H19000355214
Letter Number: 619A00025126

COVER LETTER

**TO: Registration Department
Division of Corporations**

SUBJECT: LITTLE CLOUD ESTATE, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Oscar R. Rivera, Esq.
Siegfried, Rivera, Hyman, Lerner, De La Torre, Mars & Sobel, P.A.
8211 West Broward Boulevard, Suite 250
Plantation, Florida 33324
orivera@srhl-law.com

For further information concerning this matter, please call:

Oscar R. Rivera, Esq. Telephone: 954-781-1134

Certificate of Conversion
For
Little Cloud Estate, Inc., a Florida corporation
Into
Little Cloud Estate, LLC, a Florida limited liability company

This Certificate of Conversion is submitted to convert the following Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Little Cloud Estate, Inc.

2. The name of the "Other Business Entity" is:

Little Cloud Estate, LLC

3. The "Other Business Entity" is a limited liability company organized, formed or incorporated under the laws of Florida.

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

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TALLAHASSEE, FL

on: **December 12, 2019**

Page 1 of 2

8. This conversion shall be effective in Florida on: **December 12, 2019**

9. The "Other Business Entity's" principal office address, if any:

665 ANTONE ST NW

ATLANTA, GA 30018 US

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address:

Mailing Address:

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 12 day of December 2019 .

By: 

Thomas E. Lewis – President and Chairman

**WRITTEN CONSENT OF THE SOLE SHAREHOLDERS, DIRECTORS, AND
OFFICERS
OF LITTLE CLOUD ESTATE, INC.**

The undersigned, constituting all the shareholders, officers and directors of LITTLE CLOUD ESTATE, INC., a Florida corporation, (the "Company"), hereby adopt the following resolutions:

RESOLVED, that the Company adopt a plan of conversion from a Florida for profit "S" corporation to a Florida limited liability company, all under the auspices of the Florida Corporations Act.

FURTHER RESOLVED, that the Company, after conversion from a for profit "S" corporation to a limited liability company, shall be known as LITTLE CLOUD ESTATE, LLC.

FURTHER RESOLVED, that the Company authorizes Thomas E. Lewis, as President of the Company (the "Authorized Signatory"), in the name of the Company, to (i) execute and deliver any and all documents necessary or desirable in connection with the conversion on behalf of the Company in the State of Florida, including but not limited to any and all applications, other agreements, certificates, instruments, articles of organization and documents which may be necessary or desirable in connection with the conversion of the Company from a for profit Florida corporation to a Florida limited liability company, and (ii) take such further steps or acts, pay such fees and expenses and execute such papers and documents and engage such third parties, attorneys, accountants or otherwise as the Authorized Signatory may deem reasonably necessary to complete the conversion described in this resolution, and to carry out the intent of this resolution.

FURTHER RESOLVED, that the share certificates of each shareholder of the Company be converted pari passu into membership interests in the limited liability company.


IN WITNESS WHEREOF, the undersigned have signed this Certificate as of this ____ day of December, 2019.

SOLE DIRECTOR AND OFFICER:



Thomas E. Lewis

SHAREHOLDERS:



Thomas E. Lewis

ARTICLE I – NAME:

The name of the Limited Liability Company is: LITTLE CLOUD ESTATE, LLC.

ARTICLE II – ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

665 Antone Street, N.W.
Atlanta, GA. 30319

Mailing Address:

665 Antone Street, N.W.
Atlanta, GA 30319

ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The Name and the Florida Street address of the Registered Agent is SKRLD, INC., 8211 West Broward Boulevard, Suite 250, Plantation, Florida 33324.

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.



Oscar R. Rivera, Registered Agent
Florida Bar No.:329193

ARTICLE IV – MANAGER/DIRECTORS

Title:

MGR

Name and Address

Thomas E. Lewis
665 Antone Street, N.W.
Atlanta, GA. 30319

REQUIRED SIGNATURE:



Signature of a member or authorized representative of a member

[In accordance with section 605.0203(1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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.)

OSCAR R. RIVERA

Type or printed name of signer