

L20000061641

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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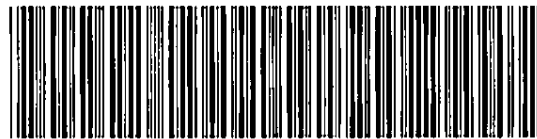
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FL

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N CULLIGAN

FEB 26 2020

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • J-800-342-8062 • Fax (850) 222-1222

Shiff Group Holdings Inc.

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ ☒ Art. of Amend. File Convert  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Seth

02/25/20

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 26, 2020

CAPITAL CONNECTION, INC.

SUBJECT: SHIFF GROUP HOLDINGS LLC  
Ref. Number: W20000020624

We have received your document for SHIFF GROUP HOLDINGS LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted 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.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 120A00004205

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SECRETARY OF STATE  
TALLAHASSEE, FL

### ARTICLES OF CONVERSION

These Articles of Conversion (the "Articles of Conversion") and the attached Articles of Organization (the "Articles of Organization") are submitted to convert the following Business Entity into a Florida limited liability company in accordance with section 605.1045 of the Florida Revised Limited Liability Company Act (the "Act").

1. The name of the "Business Entity" immediately prior to the filing of these Articles of Conversion is Shift Group Holdings, Inc., a Florida corporation (also referred to herein as the "Business Entity").

2. The Business Entity is a corporation that was first incorporated under the laws of the State of Florida (Secretary of State Document Number: P06000154873) on December 18, 2006 (the "Inception Date").

3. Since the Inception Date, the jurisdiction of organization of the Business Entity has not changed.

4. The name of the Florida limited liability company as set forth in the Articles of Organization is Shift Group Holdings, LLC (the "Company"); the Articles of Organization are attached hereto as Exhibit A.

5. The plan of conversion has been approved by the affirmative written consent of all of the existing shareholders of the Business Entity immediately before the contemplated Conversion in accordance with all applicable statutes.

6. The Business Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under sections 605.1006 and 605.1061 – 605.1072 of the Act.

*[Remainder of page is intentionally left blank]*

IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion on this 24 day of February, 2020.

COMPANY:

Shiff Group Holdings, LLC,  
a Florida limited liability company

By: 

Name: Zvi Shiff

Title: Authorized Representative

BUSINESS ENTITY:

Shiff Group Holdings, Inc.  
a Florida corporation

By: 

Name: Zvi Shiff

Title: President

By: 

Name: Daniel Shiff

Title: Vice President

Exhibit A

Articles of Organization

See attached.

**FILED**

2020 FEB 27 AM 11: 50

SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION  
OF  
SHIFF GROUP HOLDINGS,  
LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, for purposes of forming a limited liability company pursuant to Florida Statutes Section 605, hereby adopts the following Articles of Organization:

**ARTICLE I  
COMPANY NAME**

The name of the limited liability company is Shiff Group Holdings, LLC (the "Company").

**ARTICLE II  
INITIAL ADDRESS**

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

17071 West Dixie Highway  
North Miami Beach, FL 33160

**ARTICLE III  
REGISTERED AGENT**

The registered agent and the Florida street address of the registered agent is:

Philip Rosen, Esq.  
c/o Becker & Poliakoff, P.A.  
1 East Broward Boulevard, Suite 1800  
Fort Lauderdale, Florida 33301

**ARTICLE IV  
MANAGEMENT**

The Company is to be managed by one (1) or more managers and is, therefore, a manager managed company.

The name and street address of the initial managers of the Company are:

Zvi Shiff  
17071 West Dixie Highway  
North Miami Beach, FL 33160

Daniel Shiff  
17071 West Dixie Highway  
North Miami Beach, FL 33160

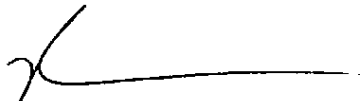
24 IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this day of February, 2020.

  
\_\_\_\_\_  
Zvi Shiff, authorized representative

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Shiff Group Holdings, LLC contained in the foregoing Articles of Organization and states that the undersigned is familiar with and accepts the obligations imposed upon registered agents pursuant to the Florida Revised Limited Liability Company Act.

Date: February 25, 2020

  
\_\_\_\_\_  
Philip Rosen, Esq., an individual

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SECRETARY OF STATE  
TALLAHASSEE, FL