

L20000066752

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

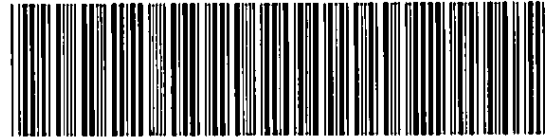
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



500341579955

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 MAR -3 AM 9:08

20 MAR -3 2:14 PM

MAR -4 2020

Grumbley

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 3/3/2020

****WALK IN****

ENTITY NAME CORRADO PROPERTIES, INC. CONVERTING TO CORRADO PROPERTIES, LLC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

Certificate of Status

Certificate of Status Reflecting: _____

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 150

ACCOUNT # I20160000072



Please call Tina at the above number for any issues or concerns. Thank you so much!

**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Articles of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Articles of Conversion is CORRADO PROPERTIES, INC. (the "Corporation").

2. The "Other Business Entity" is a Florida profit corporation first incorporated under the laws of the State of Florida effective January 12, 2016 (Document No.: P16000004247). The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently incorporated.

3. The "Other Business Entity's" principal office address is 250 Royal Palm Way, Suite 306, Palm Beach, Florida 33480.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: CORRADO PROPERTIES, LLC.

5. The conversion is permitted by the applicable law(s) governing the Corporation and the conversion complies with such law(s) and the requirements of section 605.1043, F.S., in effecting the conversion.

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

7. This conversion shall be effective upon filing of this Articles of Conversion with the Secretary of State of the State of Florida.

8. The "Converted or Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss. 605.1006, 605.1061-605.1072, Florida Statutes.

[SIGNATURE PAGE FOLLOWS]

2020 MAR -3 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

IN WITNESS WHEREOF, this Articles of Conversion is signed effective as of the
27 day of February, 2020

LIMITED LIABILITY COMPANY:

CORRADO PROPERTIES, LLC

By: 

Name: Elizabeth Rad

Title: Manager

OTHER BUSINESS ENTITY:

CORRADO PROPERTIES, INC.

By: 

Name: Elizabeth Rad

Title: President

**ARTICLES OF ORGANIZATION
FOR
CORRADO PROPERTIES, LLC**

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

**ARTICLE 1
NAME**

The name of the Limited Liability Company is CORRADO PROPERTIES, LLC (the "Company").

**ARTICLE 2
DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3
NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

**ARTICLE 4
ADDRESS**

The initial principal office address and mailing address of the Company is 250 Royal Palm Way, Suite 306, Palm Beach, Florida 33480.

**ARTICLE 5
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is 140 Australian Avenue, Palm Beach, Florida 33480, and the name of the initial registered agent of the Company at that address is Elizabeth Rad.

**ARTICLE 6
MEMBERSHIP CERTIFICATES**

Each member's interest in the Company may be evidenced by a membership participation or unit certificate. No member of the Company may transfer, sell, or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 7 INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was manager, member, or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee, or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager, or officer to repay such amount if it shall ultimately be determined that such member, manager, or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

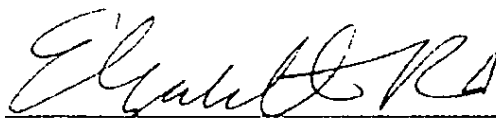
**ARTICLE 8
MANAGEMENT**

The Company shall be manager-managed in accordance with the Company's Operating Agreement. The initial manager of the Company shall be Elizabeth Rad.

**ARTICLE 9
AMENDMENT**

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles this 27 day of February, 2020.

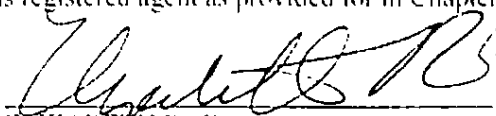


ELIZABETH RAD, Authorized Person

(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Elizabeth Rad hereby accepts the appointment as registered agent and agrees to act in this capacity. Elizabeth Rad further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 605, F.S.



ELIZABETH RAD

Dated: February 21, 2020