

Dan

L200 000 8 9005

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

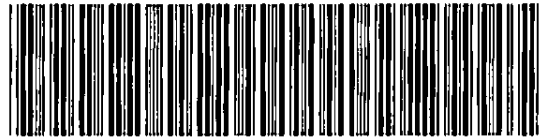
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700340359267

03/19/20--01012--015 \*\*150.00

FILED  
MAR 19 2020  
MAR 19 2020  
MAR 19 2020

3/11/20

D. O'KEEFE  
MAR 25 2020

W20-24897

Misc



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 6, 2020

GASSMAN, CROTTY & DENICOLA, P.A.  
ATTN: CHRISTOPHER J. DENICOLA  
1245 COURT STREET  
CLEARWATER, FL 33756

SUBJECT: URBANWEST, L.L.C.  
Ref. Number: W20000024897

We have received your document for URBANWEST, L.L.C. 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), s.607.1622(9) and/or 607.1622(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.

DANIEL L O'KEEFE  
Regulatory Specialist II

Letter Number: 320A00004987

D O'KEEFE

MAR 25 2020

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FILED  
MAR 11 2020  
CORPORATION  
DIVISION  
TALLAHASSEE, FLORIDA

**GASSMAN, CROTTY & DENICOLO, P.A.**

ATTORNEYS AT LAW

ALAN S. GASSMAN\*+  
KENNETH J. CROTTY\*\*\*^  
CHRISTOPHER J. DENICOLO\*\*\*  
BRANDON L. KETRON\*  
JOHN N. BECK\*  
ADRIANA M. CHOI

1245 COURT STREET  
CLEARWATER, FL 33756  
TELEPHONE: (727) 442-1200  
FAX: (727) 443-5829  
WWW.GASSMANLAW.COM

-----  
\*LL.M. IN TAXATION  
+BOARD CERTIFIED LAWYER  
WILLS, TRUSTS AND ESTATES  
\*\*\*LL.M. IN ESTATE PLANNING  
^BOARD CERTIFIED LAWYER TAX LAW  
~CERTIFIED PUBLIC ACCOUNTANT

**February 17, 2020  
VIA UPS**

Florida Department of State  
Division of Corporations  
New Filing Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: URBANWEST, INC.  
Document Number: 589801**

Dear Sir/Madam:

Enclosed for filing please find Articles of Conversion and Articles of Organization whereby URBANWEST, INC., a Florida corporation, will convert into URBANWEST, L.L.C., a Florida limited liability company.

Also enclosed please find a check made payable to Department of State in the amount of \$150.00 for applicable filing fees.

Please return the filed document to our office in the enclosed self-addressed, stamped envelope.

Please contact Jamie Parisi of my office (727-442-1200 ext. 246) if you have any questions on the above.

Best personal regards.



Christopher J. Denicolo

Florida Department of State

February 17, 2020

Page 2

CJD:jmp

Enclosures

**SASE**

cc: Cody Koletic, CFP (w/encls) via email: [cody@atlanticwealthpartners.com](mailto:cody@atlanticwealthpartners.com)  
Steve Olson, CFP, AEP (w/encls.) via email: [steve@atlanticwealthpartners.com](mailto:steve@atlanticwealthpartners.com)  
Alan S. Gassman, Esquire (w/encls.) via email: [alan@gassmanpa.com](mailto:alan@gassmanpa.com)

THE INFORMATION CONTAINED IN THIS TRANSMISSION MAY BE ATTORNEY PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPY OF THIS COMMUNICATION MAY BE STRICTLY PROHIBITED BY LAW. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US AT THE ABOVE-STATED TELEPHONE NUMBER.

JAT\Tripp, Stephen & MacLeod, Janet\URBANWEST, L.L.C. (converted from URBANWEST, INC.)\FL Sec. of State 1a.wpd  
9587

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:  
URBANWEST, INC.

(Enter Name of Other Business Entity)

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

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

on 10/19/1978  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:  
URBANWEST, L.L.C.

(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.

RECEIVED  
FEB 13 1979  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

Signed this 17 day of February 2020

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

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: JANET A. MACLEOD

Title: Manager

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

Signature: \_\_\_\_\_

Printed Name: JANET A. MACLEOD

Title: President

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)  |

RECEIVED  
FEB 20 2020  
CLERK OF COURT

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

URBANWEST, L.L.C.

(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:

12820 SHORE DRIVE  
PALM BEACH GARDENS, FL 33410

#### Mailing Address:

12820 SHORE DRIVE  
PALM BEACH GARDENS, FL 33410

### 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:

JANET A. MACLEOD

Name

12820 SHORE DRIVE

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

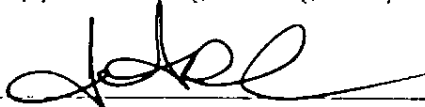
PALM BEACH GARDENS

FL 33410

City

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  
2020 JUN 10 10:53  
CLERK OF DISTRICT COURT  
PALM BEACH COUNTY, FLORIDA

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

MGR

PALM BEACH GARDENS, FL 33410

ARTICLE V: Other provisions, if any.  
SEE "EXHIBIT A" ATTACHED HERETO

**§ 5.00 Certificate of Status (Optional)**

2005



**EXHIBIT A**  
**ATTACHMENT TO ARTICLES OF ORGANIZATION**  
**OF**  
**URBANWEST, L.L.C.**

ARTICLE V: Other provisions.

**Written Operating Agreement**

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

**Voting and Non-Voting Membership Interests**

The Company shall consist of one percent (1%) of the ownership interests having voting Membership rights and ninety-nine percent (99%) of the ownership interests have non-voting Membership rights. The holders of the one percent (1%) voting Membership Units shall have a fiduciary duty to vote their Membership Interests based upon the same standard which applies to General Partners of a Limited Partnership in the State of Florida. The non-voting Members shall have rights as provided under the Florida Statutes, and as would apply to the Limited Partners of a Florida Limited Partnership. The Members may designate by written agreement and/or certificate of ownership whether Membership Interests that they are acquiring are voting or non-voting, but if not specifically designated, any issued Member Interests shall be considered to be non-voting.