

L2600011776

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/09/20--01006--011 ♦\$135.00

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2020 APR 24 AM 6:18
CLERK OF SUPERIOR COURT
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 13, 2020

CHUCK MOGBO
4782 W COMMERCIAL BLVD
TAMARAC, FL 33319

SUBJECT: UPPERCLASS SUITES USA, LLC
Ref. Number: W20000036756

We have received your document for UPPERCLASS SUITES USA, LLC and your check(s) totaling \$155.00. 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.

Keyna E Page
Regulatory Specialist II

Letter Number: 020A00007776

2020 APR 24 PM 2:48

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: UPPERCLASS SUITES USA, LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

CHUCK MOGBO

(Contact Person)

CHUCK MOGBO, P.A

(Firm/Company)

4782 W. COMMERCIAL BLVD

(Address)

TAMARAC, FL 33319

(City, State and Zip Code)

cmogbo@bellsouth.net

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

CHUCK MOGBO

at (954) 739-4669

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☒ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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:
UPPERCLASS SUITES USA, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION (P11-64265)
(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 07/15/2011
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
UPPERCLASS SUITES USA, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 03/01/2020

(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.

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TALLAHASSEE, FL

Signed this 30TH day of MARCH 2020.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: FELIX ALAO

Title: MANAGER

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

Signature: _____

Printed Name: FELIX ALAO

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)

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TALLAHASSEE, FL

ARTICLES OF ORGANIZATION
OF
UPPERCLASS SUITES USA, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Liability Act, hereby adopts the following Articles of Organization.

ARTICLE 1 NAME

The name of the limited liability company shall be UPPERCLASS SUITES USA, LLC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company is :
2750 N.E 183rd Street
Aventura, FL 33160

ARTICLE III EFFECTIVE DATE

These articles of organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV DURATION

This company is to exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE V PURPOSES AND POWERS

The company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Chuck Mogbo, P.A., 4782 W. Commercial Boulevard, Tamarac, FL 33319.

ARTICLE VII MANAGEMENT

The Managers of the company shall be:

Operating Managers:

Felix Alao
2750 N.E 183rd Street
Aventura, FL 33160

Margaret Alao
2750 N.E 183rd Street
Aventura, FL 33160

Benedict Alao
2750 N.E 183rd Street
Aventura, FL 33160

Bernard Alao
2750 N.E 183rd Street
Aventura, FL 33160

Ingram Ojiyi
6635 W. Commercial Blvd
Suite 119
Tamarac, FL 33319

The Company is a manager-managed company.

ARTICLE VIII ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all member(s) of the company and upon such terms and conditions as shall be determined by all members(s). A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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2020 APR 24 AM 6:18
SECRETARY OF STATE
FLORIDA

ARTICLE IX TERMINATION OF EXISTENCE

The company shall be dissolved upon the death, retirement, registration, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminated the continued membership of a member in the company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE X MEMBERS

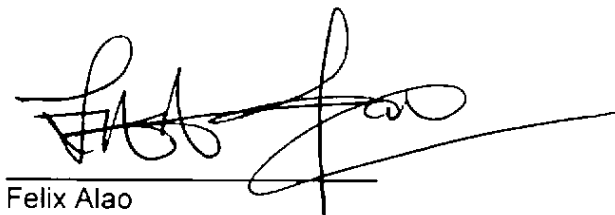
The Manager of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the company are:

Felix Alao
2750 N.E 183rd Street
Aventura, FL 33160

ARTICLE XI CLASSIFICATION

It is the intent of the members that the company be classified as a partnership for federal income tax purpose.

The undersigned has executed these Articles of Organization this 30th day of March, 2020.



Felix Alao

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2020 APR 24 AM 6:18
CLERK OF THE COURT
TALLAHASSEE, FL

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is UPPERCLASS SUITES USA, LLC.

2. The name and address of the registered agent and office is:

CHUCK MOGBO, P.A.

Name

4782 W. COMMERCIAL BOULEVARD

(P.O. Box or Mail Drop Box **NOT** (ACCEPTABLE))

TAMARAC, FL 33319

(City/State/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..

SIGNATURE: _____

DATE: _____

UPPERCLASS SUITES USA, LLC

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TALLAHASSEE, FL
CLERK OF CIRCUIT COURT