

L20000330192

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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

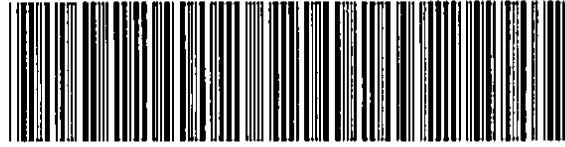
Special Instructions to Filing Officer:

Office Use Only

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STATE  
OF FLORIDA

2020 OCT 23 AM 9:16

FILED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 19, 2020

GUSTAVO E. ARVELO, ESQ.  
HENDERSON SACHS, P.A.  
8240 EXCHANGE DRIVE, SUITE CB  
ORLANDO, FL 32809

SUBJECT: CBT4CBT, LLC  
Ref. Number: W20000120595

We have received your document for CBT4CBT, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

Please return the corrected original and one copy of 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.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 420A00020638

## COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: CBT4CBT, 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:

Gustavo E. Arvelo, Esq.

(Contact Person)

Henderson Sachs, P.A.

(Firm/Company)

8240 Exchange Drive, Suite C6

(Address)

Orlando, Florida 32809

(City, State and Zip Code)

gustavo@hendersonsachs.com

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

For further information concerning this matter, please call:

Gustavo E. Arvelo, Esq.

at (407) 850-2500

(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



8240 Exchange Drive, Suite C6  
Orlando, Florida 32809

Telephone: (407) 850-2500  
Facsimile: (407) 850-2580  
[www.HendersonSachs.com](http://www.HendersonSachs.com)

Joshua M. Sachs  
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Gustavo E. Arvelo  
[gustavo@hendersonsachs.com](mailto:gustavo@hendersonsachs.com)

September 24, 2020

Florida Secretary of State  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: CBT4CBT, LLC – CONVERSION

Dear Clerk:

Enclosed please find the Cover Letter, Articles of Conversion, Articles of Organization, and a check for \$185.00 to cover the Filing Fees, Certified Copy, and Certificate of Status. I have also enclosed a self-addressed, stamped envelope for your convenience in returning the Certified Copy and Certificate of Status.

Please contact my office if you have any questions or concerns.

Sincerely,

GUSTAVO E. ARVELO, ESQ.

GEA  
enclosures

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:  
CBT4CBT, LLC

(Enter Name of Other Business Entity)

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

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

on 01/19/1996  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:  
CBT4CBT, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: Date of filing 10/1/2020  
(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.

FILED  
2020 OCT 23 AM 9:16  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Signed this 20th day of October, 2020.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Rosalyn S. Liss

Printed Name: Rosalyn S. Liss

Title: OWNER - PARTNER

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

Signature: Rosalyn S. Liss

Printed Name: Rosalyn S. Liss

Title: OWNER - PARTNER

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)

ARTICLES OF ORGANIZATION  
OF  
CBT4CBT, LLC

FILED  
2020 OCT 23 AM 9:16  
CLERK OF STATE  
OF FLORIDA

The undersigned ("Members"), under the provisions of Chapter 605 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. **Name.**

The name of the limited liability company is CBT4CBT, LLC (hereinafter referred to as the "Company").

2. **Period of Duration.**

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. **Purpose.**

The purpose for which the Company is organized is to perform any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. **Address of Place of Business.**

The mailing address for the Company is 66 West Flagler Street, Suite 900, Miami, Florida 33130, and the street address of the place of business for the Company is the same. These addresses may be changed from time to time as provided in the Operating Agreement.

5. **Registered Agent.**

The initial registered agent in Florida for the Company is Henderson Sachs, P.A., and the initial registered office is located at 8240 Exchange Drive, Suite C6, Orlando, Florida 32809.

6. **Capital Contributions.**

Contributions to the capital of the Company shall be made by the Members, in the manner prescribed by the written Operating Agreement made and entered into by the Members and which may be amended from time to time in accordance with its terms.

7. **Members.**

The Company shall have at least one Member and may admit additional Members on the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining Members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization, the Operating Agreement, and section 605.0201 of the Act.

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any Member, manager, or former member or manager to the full extent permitted under the Act.

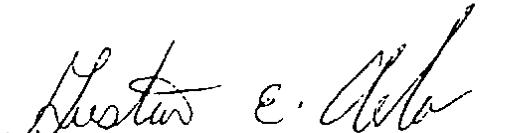
Executed on this 16<sup>th</sup> day of SEPT., 2020.

  
KATHLEEN CARROL, Member

  
ROSALYN S. LISS, Member

  
CYNTHIA MORGAN, Member

*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 608, F.S.*

  
Registered Agent's Signature