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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

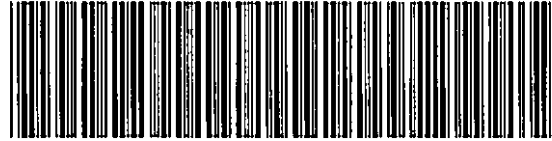
☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:



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02/11/21--01009--006 \*\*97.50

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2020 DEC 14 PM 2:54

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2-11-21

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: LUMMUS PARK OPPORTUNITY FUND 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:

L.M. Ploucha  
(Contact Person)  
Buchanan Ingersoll & Rooney PC  
(Firm/Company)  
401 E Las Olas Blvd. Suite 2250  
(Address)  
Fort Lauderdale, FL 33301  
(City, State and Zip Code)  
pgesue@pereholdings.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

L.M. Ploucha at (954) 335-1592  
(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

2020 DEC 14 PM 2:54

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:  
LUMMUS PARK OPPORTUNITY FUND LIMITED LIABILITY PARTNERSHIP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited liability limited partnership  
(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 September 5, 2018  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:  
LUMMUS PARK OPPORTUNITY FUND LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: December 4, 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.

2020 DEC 14 PM 2:54

Signed this 8th day of February 2021.

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

Signature of Authorized Representative: Phillip Gesue  
Printed Name: Philip Gesue Title: Manager

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

Signature: Phillip Gesue  
Printed Name: Philip Gesue Title: General 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)

2020 DEC 14 PM 2:54

**ARTICLES OF ORGANIZATION  
OF  
LUMMUS PARK OPPORTUNITY FUND LLC**

The undersigned, 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, sets forth the following:

**ARTICLE I**

**NAME OF COMPANY**

The name of this limited liability company shall be:

LUMMUS PARK OPPORTUNITY FUND LLC (the "Company")

**ARTICLE II**

**ADDRESS**

The Company's mailing and street address is:

1 Worth Street #3F  
New York, NY 10013

**ARTICLE III**

**NATURE OF BUSINESS**

The purpose of the Company shall be for investment in Qualified Opportunity Zone Property, as such term is defined in as such term is defined in Section 1400Z-2(d)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Company has filed for certification from the Internal Revenue Service as a Qualified Opportunity Fund, as such term is defined in Section 1400Z-2(d)(1) of the Code. The specific purpose of the Company is to hold an interest as a member of a Qualified Opportunity Zone Business which shall engage in developing, owning,

2020 DEC 14 PM 2:54

operating and managing real property and all improvements thereon.

#### **ARTICLE IV**

##### **DURATION**

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

#### **ARTICLE V**

##### **INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

Eileen Engel  
3590 South Ocean Dr.  
Palm Beach, FL 33480

#### **ARTICLE VI**

##### **MANAGEMENT OF THE COMPANY**

The Company is to be managed by one or more managers in accordance with the terms of the Operating Agreement. The name and address of the initial manager is:

Phillip Gesue  
1 Worth Street #3F  
New York, NY 10013

#### **ARTICLE VII**

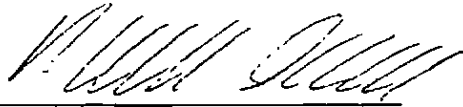
##### **COMMENCEMENT DATE**

Existence of the Company will commence upon the filing of these Articles.

THE UNDERSIGNED, the authorized representative of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file

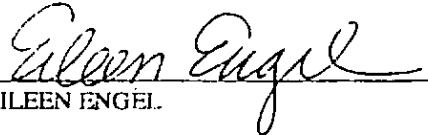
2020 DEC 14 PM 2:54

these Articles of Organization, hereby declaring and certifying that the facts stated are true this 7<sup>th</sup>  
day of December, 2020.



PHILLIP GESUE

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is  
familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.



EILEEN ENGEL

2020 DEC 14 PM 2:54

The undersigned, sole General Partner of LUMMUS PARK OPPORTUNITY FUND LIMITED LIABILITY LIMITED PARTNERSHIP, a Florida limited liability limited partnership, consents to the creation of LUMMUS PARK OPPORTUNITY FUND LLC, a Florida limited liability company, of which the undersigned will be the sole Manager.

Dated: December 17, 2020

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STATION: TROVATI