

L21000343973

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

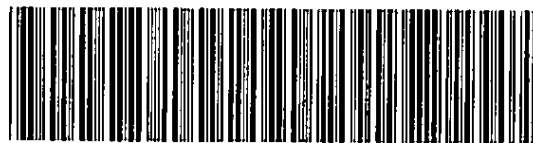
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W21000075377

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04/16/21--01023--009 **150.00

2021 JUN 23 PM 2:41

FILED

COVER LETTER

FILED
2021 JUN 23 PM 2:42

TO: New Filing Section
Division of Corporations

SUBJECT: SORBO, 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:

Ellen Menna

(Contact Person)

Pannone Lopes Devereaux & O'Gara LLC

(Firm/Company)

1301 Atwood Avenue, Suite 215N

(Address)

Johnston, RI 02919

(City, State and Zip Code)

EMenna@PLDOLaw.com

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

For further information concerning this matter, please call:

Ellen Menna

at (401) 824-5109

(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

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
2021 JUL 28 PM 2:42

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:
SORBO, 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 Rhode Island
(Enter state, or if a non-U.S. entity, the name of the country)

on July 26, 2005
(date of organization, formation or incorporation)

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

(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.

Signed this _____ day of March 2021.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____
Printed Name: Umberto Sorbo Title: Authorized Person

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

Signature: _____
Printed Name: UMBERTO SORBO Title: MEM

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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

2021 JUN 28 PM 2:42

SORBO, LLC

(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:

1000 S. Pointe Drive #101
Miami Beach, FL 33139

Mailing Address:

1000 S. Pointe Drive #101
Miami Beach, FL 33139-7320

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:

Umberto Sorbo
Name
1000 S. Pointe Drive #101
Florida street address (P.O. Box **NOT** acceptable)
Miami Beach FL 33139-7320
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)

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Umberto Sorbo

1000 S. Pointe Drive #101

Miami Beach, FL 33139-7320

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Umberto Sorbo

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
\$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

Rec
6/28/21

May 24, 2021

ELLEN MENNA
1301 ATWOOD AVE STE 215N
JOHNSTON, RI 02919

SUBJECT: SORBO, LLC
Ref. Number: W21000075377

We have received your document for SORBO, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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.

James G Harris
Regulatory Specialist II

Letter Number: 421A00011122

SORBO THE GREAT, LLC
1000 S. Pointe Drive #101
Miami Beach, Florida 33139

March 19, 2021

Florida Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

RE: CONVERSION OF SORBO, LLC FROM RHODE ISLAND LIMITED LIABILITY
COMPANY TO FLORIDA LIMITED LIABILITY COMPANY

Dear Sir or Madam,

I want to make sure that my existing business name in Florida (Sorbo The Great, LLC) does not create a name conflict for the conversion of my Rhode Island entity (SORBO, LLC) to Florida or interfere with its registration process.

I hereby give my full authorization for SORBO, LLC to register to do business in the State of Florida as a domestic limited liability company and expressly authorize that the use of the name Sorbo shall not be a conflict.

This letter will be presented with the filing for SORBO, LLC so that the application will proceed without issue.

Sincerely,

SORBO THE GREAT, LLC



Umberto Sorbo, Manager

PANNONE LOPES
DEVEREAUX & O'GARA LLC
counselors at law

Ellen P. Menna
401.824.5109
emenna@pldolaw.com

June 2, 2021

James G. Harris
Regulatory Specialist II
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: SORBO, LLC – REFERENCE NUMBER: W21000075377
CONVERSION TO FLORIDA LIMITED LIABILITY COMPANY

Dear Mr. Harris:

Thank you for your correspondence dated May 24, 2021, which was received today.

I forwarded the Articles of Conversion to our client, Umberto Sorbo, to execute that instrument on behalf of the converting entity where requested on the second page of the document.

I also provided Mr. Sorbo with this cover letter and a copy of your correspondence to be returned to you in an envelope that was provided, along with the signed Articles of Conversion.

Please confirm for us by email (EMenna@PLDOLaw.com) that you have received this material and that it satisfies what is required to complete the conversion filing for Sorbo, LLC.

If you have questions or need anything additional to complete the process, please do not hesitate to contact me by phone (401-824-5109) or email (as noted above).

Sincerely,

PANNONE LOPES DEVEREAUX & O'GARA LLC



Ellen P. Menna
Trust & Estates Support Specialist

Enclosures