

L21000375682

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

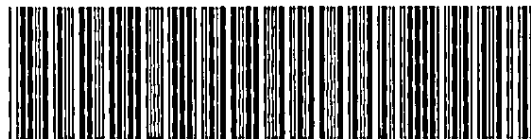
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900371632699

08/19/21--01019--027 **150.00

2021 JUL 19 PM 8:05

M

THERREL BAISDEN, LLP

ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER

ONE S.E. THIRD AVENUE SUITE 2950

MIAMI, FLORIDA 33131

TELEPHONE (305) 371-5758

FAX (305) 371-3178

WWW.THERRELBAISDEN.COM

CATCHINGS THERREL (1890 - 1971)

FRED R. BAISDEN (1903 - 1971)

LEO ROSE, JR. (1917 - 1998)

FRED R. STANTON (1924-2009)

WRITER'S EMAIL:

JFEUERMAN@THERRELBAISDEN.COM

PAUL M. CUMMINGS
NICHOLAS M. DANIELS
JONATHAN FEUERMAN
MARK M. HASNER
ANDREW CUMMINGS
GABRIELLE M. HASNER
LISA D. LANDY
MICHAEL MARQUEZ
PABLO J. RODRIGUEZ
ANDRES E. TEJIDOR
OF COUNSEL
BETH LAZAR
LAWRENCE WEINER

August 18, 2021

VIA FEDERAL EXPRESS

New Filing Section

Division of Corporations

The Centre of Tallahassee

2415 N. Monroe Street, Suite 810

Tallahassee, FL 32303

**Re: Articles of Conversion and Articles of Organization
Our File No.: 207367**

Dear Sir/Madam:

Enclosed herein please find Articles of Conversion and Articles of Organization for LARO CG, LLC and our firm's check in the amount of \$150.00 for the filing fees.

Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Sincerely,

THERREL BAISDEN, LLP

By: /s/ Jonathan Feuerman

Jonathan Feuerman

JF/clr

Encl.

W:\Cohen, Lawrence\Laro Holdings, Inc\Conversion\Letter to Fl. Dept of State re. Articles of Conversion
08-18-2021.wpd

ARTICLES OF CONVERSION
OF
LARO, INC. OF CORAL GABLES
a Florida corporation
INTO
LARO CG, LLC
a Florida limited liability company

Pursuant to the provisions of Florida Business Corporation Act (the "Act"), **LARO, INC. OF CORAL GABLES**, a Florida corporation, hereby files these Articles of Conversion providing as follows:

1. **Converting Entity.** The name of the converting entity is Laro, Inc. of Coral Gables, a Florida corporation (the "Converting Entity").
2. **Resulting Entity.** The name of the resulting entity is Laro CG, LLC, a Florida limited liability company (the "Resulting Entity").
3. **Adoption of Plan of Conversion.** The Plan of Conversion for the Converting Entity was approved and adopted by the board of directors and the shareholders of the Converting Entity by written consent effective as of August 16, 2021. The Plan of Conversion has been approved in accordance with the applicable provisions of the Act.
4. **Conversion.** Attached to these Articles of Conversion as Exhibit A are the Articles of Organization of the Resulting Entity ("**Articles of Organization**") that shall be filed with these Articles of Conversion and shall be the Articles of Organization of the Resulting Entity unless and until modified in accordance with the Act.
5. **Effective Time.** The conversion of the Converting Entity into the Resulting Entity in accordance with the Plan of Conversion is to become effective as of the date and time of filing of these Articles of Conversion.

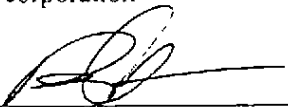
[SIGNATURE PAGE TO FOLLOW]

2021/11/13 11:05

IN WITNESS WHEREOF, these Articles of Conversion have been duly executed as of the date first written above.

CONVERTING ENTITY:

LARO, INC. OF CORAL GABLES.
a Florida corporation

By: _____

Name: Peter Cohen

Title: President

EXHIBIT A

Articles of Organization

(see attached)

**ARTICLES OF ORGANIZATION
OF
LARO CG, LLC**

I.

The name of the limited liability company is Laro CG, LLC (hereinafter referred to as the “Company”).

II.

The initial registered office of the Company is Therrel Baisden, LLP, One South East Third Avenue, Suite 2950, Miami, FL 33131 in Miami-Dade County. The initial registered agent at such address is Jonathan Feuerman, Esq.

III.

The principal office of the Company is located at 6800 Nervia Street, Coral Gables, FL 33146.

IV.

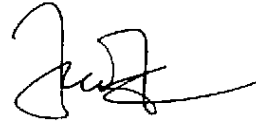
The name and address of the Organizer is Jonathan Feuerman, Esq., Therrel Baisden, LLP, One South East Third Avenue, Suite 2950, Miami, FL 33131 in Miami-Dade County

V.

The Company will be managed by one or more managers as designated or appointed in accordance with the terms of the Company’s operating agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization as of August 18, 2021.

A handwritten signature in black ink, appearing to read 'J. Feuerman', written over a horizontal line.

Jonathan Feuerman, Esq., Organizer

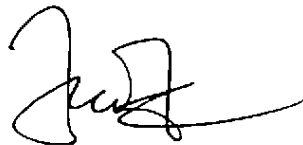
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

LARO CG, LLC

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **LARO CG, LLC**, desiring to organize under the laws of the State of Florida with its principal office at: 6800 Nervia Street, Coral Gables, Florida, 33146, has named Jonathan Feuerman, located at Therrel Baisden, LLP, One S.E. 3rd Ave, Suite 2950, Miami, Florida 33131, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Jonathan Feuerman

2021 AUG 19 AM 8:05