

L220000394535

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

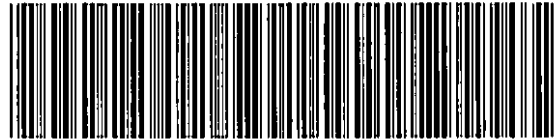
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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S. CHATHAM
SEP 13 2022

09/12/22--01029--002 **180.00

2022 SEP 12 AM 10:31
SECRETARY OF STATE
DIVISION OF CORPORATIONS

22 SEP 12 PM 3:50
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DIVISION OF CORPORATIONS

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: FDLR 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:

Paul C. Kanavos

(Contact Person)

c/o Flag Luxury Group

(Firm/Company)

70 E 55th Street, 23rd Floor

(Address)

New York, NY 10022

(City, State and Zip Code)

paul.kanavos@flagluxury.com

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

For further information concerning this matter, please call:

Cayla Ross

(Name of Contact Person)

at (305) 854-0800

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 12, 2022

CAPITOL SERVICES

SUBJECT: FDLR LLC
Ref. Number: W22000115428

We have received your document for and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

If you have any further questions concerning your document, please call (850) 245-6052.

Summer Chatham
Regulatory Specialist II
New Filing Section

Letter Number: 122A00020255



Filing Cover Sheet

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 9/12/2022

Trans#: 1324870

Entity Name: **FLAG DI LIDO-RETAIL, LTD. (FL) CONVERTING INTO FDLR LLC**
(FL)

Articles of Incorporation ()

Articles of Amendment ()

Articles of Dissolution ()

Annual Report ()

Conversion (XXX)

Fictitious Name ()

Foreign Qualification ()

Limited Liability ()

Limited Partnership ()

Merger ()

Reinstatement ()

Withdrawal / Cancellation ()

Other ()

General Partnership ()

STATE FEES PREPAID WITH CHECK #2936 FOR \$180.00

PLEASE RETURN:

Certified Copy (xxx)

Plain Photocopy ()

Good Standing ()

Certificate of Fact ()



Cayla M. Ross, Esq.
cross@wsh-law.com

August 1 2022

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

Re: Articles of Dissolution for FDLR LLC

To whom it may concern:

This letter is delivered by the undersigned on behalf of the above-captioned entity as an authorized representative thereof. The enclosed Articles of Dissolution are submitted for filing on the date hereof.

The name of the limited liability company is FDLR LLC.

The Articles of Organization were filed on July 26, 2022 and assigned document number L22000329447.

The consent of all the members has resulted in the limited liability company's dissolution pursuant to Sections 605.0701 and 605.0707, Florida Statutes.

Please be advised that the limited liability company does not intend to submit a Revocation of Dissolution.

Kind regards,

WEISS, SEROTA, HELFMAN, COLE & BIERMAN, P.L.

By: _____
Name: Cayla M. Ross
Title: Associate

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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:
Flag Di Lido Retail, Ltd.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is 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 4/20/2011
(date of organization, formation or incorporation)

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

FDLR 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 9 day of September 20 22

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Cayla Ross
Printed Name: Cayla M. Ross Title: Attorney

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

Signature: [Signature]
Printed Name: Paul C. Kanavos Title: President of 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)

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

FDLR 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:

Flag Luxury Group
70 E 55th Street, 23rd Floor
New York, NY 10022

Mailing Address:

Flag Luxury Group
70 E 55th Street, 23rd Floor
New York, NY 10022

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:

Capitol Corporate Services, Inc.
Name

515 E Park Avenue, 2nd FL
Florida street address (P.O. Box **NOT** acceptable)

Tallahassee FL 32301
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.

Taylor Seay

Taylor Seay, as Asst. Secretary on
behalf of Capitol Corporate Services, Inc.
Registered Agent's Signature (REQUIRED)

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(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:

Paul C. Kanavos

70 E 55th Street, 23rd Floor

New York, NY 10022

MGR

Dayssi Olarte de Kanavos

70 E 55th Street, 23rd Floor

New York, NY 10022

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(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

Cayla Ross

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.

Cayla M. Ross, Esq.

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)