

L2200053/264

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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

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Office Use Only



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D. O'KEEFE  
DEC 21 2022

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Sea Breeze Florida Holding, L.L.C.  
(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:

Nicholas Ritornato

(Contact Person)

MacMillan & Stanley, PLLC

(Firm/Company)

33 NE 4th Avenue

(Address)

Delray Beach, FL 33483

(City, State and Zip Code)

nick@macmillanstanley.com

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

For further information concerning this matter, please call:

Nicholas Ritornato at ( 561 ) 276-6363

(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)

<input checked="" type="checkbox"/> \$150.00 Filing Fees ( \$25 for Conversion & \$125 for Articles of Organization )	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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**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**

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:  
Sea Breeze Florida Holding, L.L.C.

(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 Georgia  
(Enter state, or if a non-U.S. entity, the name of the country)

on 11/5/2003  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
Sea Breeze Florida Holding, L.L.C.

(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.

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JANUARY 11 2023

Signed this 16 day of December 2022

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

Signature of Authorized Representative: C. Hehner

Printed Name: Claudia Hehner

Title: Authorized Member

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

Signature: C. Hehner

Printed Name: Claudia Hehner

Title: Authorized Member

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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CLERK OF DISTRICT COURT  
JAN 11 AM 8:51 PM 2023

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# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Sea Breeze Florida Holding, L.L.C.

(Must contain the words "Limited Liability Company," "LLC," or "L.L.C.")

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

### Principal Office Address:

230 Palm Trail

Delray Beach, FL 33483

### Mailing Address:

230 Palm Trail

Delray Beach, FL 33483

## 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:

Claudia Hehner

Name

230 Palm Trail

Florida street address (P.O. Box **NOT** acceptable)

Delray Beach

FL 33483

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)

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ALLAHABAD, IN INDIANA

**ARTICLE IV-**

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

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

**Name and Address:**

Claudia Hehner

230 Palm Trail

Delray Beach, FL 33483

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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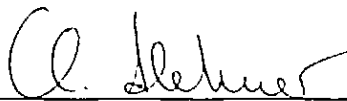
(Use attachment if necessary)

**ARTICLE V:** Other provisions, if any.

\_\_\_\_\_

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TALLAHASSEE, FLORIDA  
CLERK OF CIRCUIT COURT

**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.

Claudia Hehner

\_\_\_\_\_  
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)**

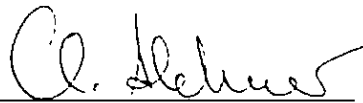
**LETTER OF AUTHORIZATION**

**Re: Entity Conversion – Sea Breeze Florida Holding, L.L.C., a Georgia limited liability company**

To whom it may concern:

Sea Breeze Florida Holding, L.L.C. is currently registered in Florida as a Foreign Entity doing business in Florida. The Florida document number is **M03000003912** and the date of registration was **11/17/2003**. Currently, the Member is filing Articles of Conversion to convert the Georgia limited liability company to a Florida limited liability company. The Florida limited liability company shall have the same name as the Georgia limited liability company. This letter shall serve as notice that the Member authorizes the Florida Department of State, Division of Corporations to permit the use of the name Sea Breeze Florida Holding, L.L.C. and to terminate the foreign entity registration file upon the acceptance of the Articles of Conversion for Sea Breeze Florida Holding, L.L.C.

Thank you for your attention to this matter.



Claudia Hehner, Authorized Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA