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February 24, 2022

Florida Department of State
New Filings Section
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303

Re: CONVERSION FROM A FLORIDA CORPORATION INTO A FLORIDA LIMITED LIABILITY COMPANY
NAME OF THE RESULTING LLC: CAPITAL PROPERTY PARTNERS LLC

Dear Sir/Madam:

Enclosed herewith please find:

- Articles of Conversion;
- Articles of Organization;
- Check made out to the Florida Department of State in the amount of $150.00 ($25.00 for the Articles of Conversion fee + $125.00 for the Articles of Incorporation fee)

Please send the copy of the filed document in the enclosed pre-paid return UPS envelope to:

Spiegel & Utrera, P.A.
Attn: Graciela Battaglia
1840 Southwest 22nd Street, 4th floor
Miami, Florida 33145.

Should you have any questions regarding this matter, please do not hesitate to contact the undersigned at (800) 603-3900 ext. 218, or via e-mail to gbattaglia@amerilawyer.com

Sincerely,

Graciela Battaglia

Enclosures

ARTICLES OF CONVERSION
FOR
FLORIDA PROFIT CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY

This Articles of Conversion and attached Articles of Organization are submitted to convert the Florida Profit Corporation into a Florida Limited Liability Company inc accordance with s.605.1045, Florida Statutes:

1. The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is **CAPITAL PROPERTY PARTNERS INC.**

2. **CAPITAL PROPERTY PARTNERS INC.** is a Florida Profit Corporation, first incorporated under the laws of the State of Florida on July 23, 2020.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **CAPITAL PROPERTY PARTNERS LLC**

4. These Articles of Conversion shall be effective immediately upon approval of the Secretary of State, State of Florida.

5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 23rd day of February 2023

Signature of Authorized Representative of Limited Liability Company:

Charles K Carillo

Charles K. Carillo, Member

Signature on behalf of the Corporation

Charles K Carillo

Charles K. Carillo, President

FILED
2023 MAR -1 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

CAPITAL PROPERTY PARTNERS LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **CAPITAL PROPERTY PARTNERS LLC**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 378 Northlake Boulevard, #134, North Palm Beach, Florida 33408, and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

FILED
02 JUN 21 AM 11:23

SPIEGEL & UTRERA, P.A.
LAWYERS
www.amerilawyer®.com
1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this company is 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432. The name and address of the registered agent of this Company at this address is Weiss Serota Helfman Cole & Bierman, P.L., 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Manager: Charles K. Carillo

whose mailing address shall be the same as the principal office of the Company.

2023 MAR -1 AM 11:23
FILED

IN WITNESS WHEREOF, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 23rd day of February 2023.

Charles K. Carillo, Member

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Weiss Serota Helfman Cole & Bierman, P.L., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 605.0201, Florida Statutes and other applicable Florida Statutes

Weiss Serota Helfman Cole & Bierman, P.L.

By: _____
Harrison R. DuBosar, Authorized Representative

2023 MAR -1 AM 11:23

SPIEGEL & UTRERA, P.A.
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