

L230W3857SD

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(Business Entity Name)

(Document Number)

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07/28/23--01023--004 **150.00

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2023 JUL 28 AM 11:16

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Sterner Properties, 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:

Theodore R. Walters, Esq.

(Contact Person)

Porter Wright Morris & Arthur LLP

(Firm/Company)

9132 Strada Place, Third Floor

(Address)

Naples, Florida 34108

(City, State and Zip Code)

twalters@portenwright.com

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

For further information concerning this matter, please call:

Theodore R. Walters at (293) 593-2900

(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

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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:
Stern Properties, 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 Minnesota
(Enter state, or if a non-U.S. entity, the name of the country)

on June 7, 1999
(date of organization, formation or incorporation)

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

2023 JUL 28 AM 11:16
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Signed this 26th day of July 20 23

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: x Albin J. Sterner
Printed Name: Albin J. Sterner Title: Manager

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

Signature: x Albin J. Sterner
Printed Name: Albin J. Sterner Title: Manager

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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Office of the Minnesota Secretary of State
Certificate of Good Standing

I, Steve Simon, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name:	Sterner Properties, L.L.C.
Date Filed:	06/07/1999
File Number:	11922-LLC
Minnesota Statutes, Chapter:	322C
Home Jurisdiction:	Minnesota

This certificate has been issued on: 05/09/2023



Steve Simon
Steve Simon
Secretary of State
State of Minnesota

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**ARTICLES OF ORGANIZATION OF
STERNER PROPERTIES, LLC**

11923-LLC

The undersigned organizer, being a natural person of 18 years of age or older, in order to form a limited liability company under the provisions of Minnesota Statutes, Chapter 322B, hereby adopts the following Articles of Organization:

ARTICLE I

NAME AND REGISTERED OFFICE

1.01 **Name.** The name of this limited liability company is Sterner Properties, LLC. ✓

1.02 **Registered Office.** The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 7302 Gerard Drive, Eden Prairie, Minnesota, 55346. ✓

ARTICLE II

MEMBERS AND MEMBERSHIP INTERESTS

2.01 **Membership Interests.** The membership interests of this limited liability company shall be ordinary membership interests entitled to vote as provided by law consisting of one class, without series, with equal rights and preferences in all matters unless and until separate classes and/or series of membership interests are authorized by the Board of Governors pursuant to Section 2.02 of these Articles of Organization.

2.02 **Classes and Series of Membership Interests.** The Board of Governors of this limited liability company may, from time to time, establish by resolution different classes and/or series of membership interests and may fix the rights and preferences of said membership interests in any class or series.

2.03 **Preemptive Rights.** No member of this limited liability company shall have any of the preemptive rights provided in Minn. Stat. Section 322B.33.

2.04 **Cumulative Voting.** No member of this limited liability company shall have the right to cumulate his, her or its votes in the election of governors or for any other purpose whatsoever.

2.05 **Transfer of Governance Rights.** A member may assign and transfer his, her or its governance rights with less than unanimous consent of the members of this limited liability company if and to the extent permitted in a member control agreement.

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ARTICLE III

ORGANIZER

The name and address of the sole organizer of this limited liability company are as follows: William A. Haug, 4800 Norwest Center, 90 South Seventh Street, Minneapolis, Minnesota 55402-4129.

ARTICLE IV

FIRST BOARD OF GOVERNORS

The names and addresses of the members of the first Board of Governors of this limited liability company, who shall serve until the first regular meeting of the members or until their successor or successors shall be elected and qualified, are as follows:

Albin J. Sterner

Louise E. Sterner

ARTICLE V

WRITTEN ACTION

5.01 **By Governors.** Any action, other than an action requiring member approval, required or permitted to be taken at a meeting of the Board of Governors of this limited liability company may be taken by written action signed by the number of governors required to take the same action at a meeting of the Board of Governors at which all governors were present. Any action requiring member approval required or permitted to be taken at a meeting of the Board of Governors of this limited liability company may be taken by written action signed by all of the governors. The written action is effective when signed by the required number of governors, unless a different effective time is provided in the written action. When written action is taken by less than all of the governors, all governors shall be notified immediately of its text and effective date.

5.02 **By Members.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by the members who own One Hundred percent (100%) of the voting power of each class and series of the issued and outstanding membership interests of this limited liability company which are entitled to vote on such action. The written action is effective when signed by the required members, unless a different effective time is provided in the written action. When written action is taken by less than all members, all members shall be notified immediately of its text and effective date.

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ARTICLE VI

LIMITATION ON GOVERNORS' LIABILITY

A governor of this limited liability company shall not be personally liable to this limited liability company or its members for monetary damages for breach of fiduciary duty as a governor; provided, however, that this Article shall not eliminate or limit the liability of a governor to the extent provided by applicable law for (i) liability based on a breach of the duty of loyalty to this limited liability company or its members; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability under Minn. Stat. Sections 322B.56 or 80A.23; (iv) liability for any transaction from which the governor derived an improper personal benefit; or (v) liability for any act or omission occurring prior to the date this Article VI becomes effective. If Chapter 322B, the Minnesota Limited Liability Company Act, hereafter is amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of this limited liability company, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the fullest extent permitted by the amended Chapter 322B, the Minnesota Limited Liability Company Act. Any repeal or modification of this Article by the members of this limited liability company shall be prospective only, and shall not adversely affect any limitation on the personal liability of a governor of this limited liability company existing at the time of such repeal or modification. The provisions of this Article VI shall not be deemed to limit or preclude indemnification of a governor by this limited liability company for any liability of a governor which has not been eliminated by the provisions of this Article VI.

ARTICLE VII

DURATION AND DISSOLUTION

7.01 **Duration.** Unless dissolved earlier according to law, this limited liability company shall have a perpetual duration.

7.02 **Limitations on Dissolution.** This limited liability company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member of this limited liability company, including any of the events listed in Minn. Stat. Section 322B.80, Subdivision 1, clause (5).

ARTICLE VIII

AMENDMENT OF ARTICLES OF ORGANIZATION

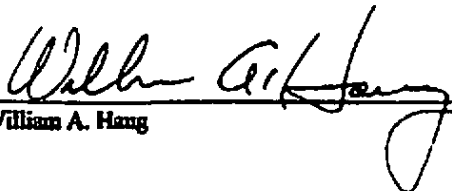
Any amendment of these Articles of Organization may be adopted by the affirmative vote of the owners of record of One Hundred percent (100%) of the voting power of the outstanding membership interests of each class and series present and entitled to vote, except where a larger proportion is required by law or a member control agreement.

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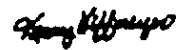
IN WITNESS WHEREOF, I have hereunto executed these Articles of Organization this
1st day of June, 1999.



William A. Hang

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 07 1999



Secretary of State 

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JUL 28 2023

State of Minnesota

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SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

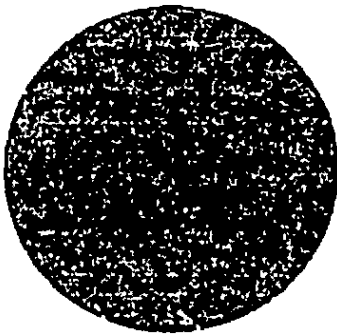
This limited liability company is now legally organized under the laws of Minnesota.

Name: Sterner Properties, LLC

Charter Number: 11922-LLC

Chapter Formed Under: 322B

This certificate has been issued on 06/07/1999.



Mary Kiffmeyer
Secretary of State.

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2000 JUL 26 AM 11:16
STATE OF MINNESOTA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Sterner Properties, 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:

15475 Cedarwood Lane #105
Naples, Florida 34110

Mailing Address:

15475 Cedarwood Lane #105
Naples, Florida 34110

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:

Acme Agent Florida LLC

Name

9132 Strada Place, Third Floor

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

Naples

FL 34108

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..

Therese R. W. Altman

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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CLERK OF COURT
CLERK OF COURT

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:

Albin J. Sterner

15475 Cedarwood Lane #105

Naples, FL 34110

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

Albin J. Sterner

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.

Albin J. Sterner

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)

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