

L24000192744

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

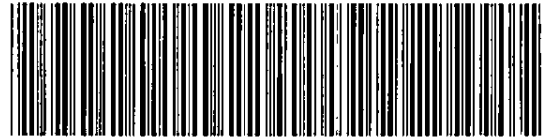
(Document Number)

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S. CHATHAM  
APR 30 2024

03/20/24--01034--014 \*\*150.00

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2024 APR 16 AM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 15, 2024

MAHRA SAROFKY, ESQ.  
4420 BEACON CIRCLE  
WEST PALM BEACH, FL 33407 US

SUBJECT: BIA HOMES, LLC  
Ref. Number: W24000059558

We have received your document for and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), s.607.1622(9) and/or 607.1622(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham  
Regulatory Specialist III  
Director's Office

Letter Number: 824A00008132

## COVER LETTER

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

**SUBJECT:** Bia Homes, 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:

Mahra Sarofsky, Esq.

(Contact Person)

Ward Damon PL, Attorneys at Law

(Firm/Company)

4420 Beacon Circle

(Address)

West Palm Beach, FL 33407

(City, State and Zip Code)

msarofsky@warddamon.com

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

For further information concerning this matter, please call:

Mahra Sarofsky, Esq. at ( 561 ) 842.3000

(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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SECRETARY OF STATE  
TALLAHASSEE, FL

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:  
Bia Homes, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation  
(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 June 12, 2013  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
Bia Homes, 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 13th day of March 2024.

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

Signature of Authorized Representative: Carolina Sullivan  
Printed Name: Carolina Sullivan Title: Manager of Sulcar Holdings

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

Signature: Carolina Sullivan  
Printed Name: Carolina Sullivan Title: President

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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**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)

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

Bia Homes, 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:

13800 Highland Dr. Unit 203  
North Miami Beach, FL 33181

#### Mailing Address:

13800 Highland Dr. Unit 203  
North Miami Beach, FL 33181

### 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:

Ward Damon PL, Attorneys at Law

Name

4420 Beacon Circle

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

West Palm Beach

FL 33407

City

Zip

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*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..*

[Signature]

Registered Agent's Signature (REQUIRED)

(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

AMBR

**Name and Address:**

Sulcar Holdings, LLC

\_\_\_\_\_

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(Use attachment if necessary)

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**REQUIRED SIGNATURE:**

Carolina Sullivan

**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.

Carolina Sullivan

\_\_\_\_\_  
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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TALLAHASSEE, FL

**PLAN OF CONVERSION FOR  
BIA HOMES, INC**

**1. The Corporation**

Bia Homes, Inc (the "Corporation") is a corporation that is duly organized, validly existing, and in good standing under the Florida Business Corporations Act (the "Act") and the laws of the State of Florida. Corporation is operating under the articles of incorporation filed with the Secretary of State of Florida on June 12<sup>th</sup>, 2013. The Florida Secretary of State's file number for Corporation is P13000050926.

**2. The Conversion**

The sole shareholder, Carolina Sullivan, desires to convert Corporation into a limited liability company, Bia Homes, LLC (the "Conversion") pursuant to this Plan of Conversion (the "Plan") as authorized under the Act. The limited liability company (the "Converted Entity") will be organized under the laws of the State of Florida, including the Florida Revised Limited Liability Company Act.

**3. Name, Address and Registered Agent of Converted Entity**

Converted Entity will operate under the name of Bia Homes, LLC. The mailing address of the Converted Entity will be 13800 Highland Dr., Unit 203, North Miami Beach, FL 33181 and street address of the principal office of the Converted Entity will be 13800 Highland Dr., Unit 203, North Miami Beach, FL 33181. The registered agent for service of process on Converted Entity will be Ward Damon Business Services, LLC, with an address of 4420 Beacon Circle, West Palm Beach, FL 33407.



#### **4. Terms of Conversion**

Upon the Effective Date (as defined below), all of the outstanding shares of Corporation owned by the sole shareholder of Corporation will be converted, without further action, into an interest in the Converted Entity that is equal in value, voting rights, and all other respects to the shares owned by such shareholder prior to the Effective Date. The sole shareholder shall, upon request by Corporation or the Converted Entity, deliver such assignments, certificates and other documents as may be necessary in order to effect the aforementioned conversion of its ownership interests.

#### **5. Continuation of Business and Governing Documents**

From and after the Effective Date, the business of Corporation will continue to be carried on by Converted Entity and all the rights and property of Corporation will be vested in the Converted Entity and all debts, liabilities, and obligations of Corporation shall continue as debts, liabilities, and obligations of the Converted Entity. All holders of interests in Converted Entity will be bound by the terms of the Articles of Incorporation, and any Amendments thereto of Converted Entity, copies of which are attached hereto and made a part of this Plan.

#### **6. Approval of Plan and Dissenting Shareholder's Procedures**

The principal terms of this Plan have been approved by the board of directors of Corporation and by a vote of the shareholders of Corporation, which vote equaled or exceeded the vote required under the Act and the applicable provisions of the Articles of Incorporation and bylaws of Corporation and any other agreement of the Corporation. There were no dissenting shareholders in the approval of the Conversion within the period specified in the Act and therefore no dissenter's rights were exercised.

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FL

## 7. Further Actions; Effective Date; and Termination

Corporation and Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing of Certificate of Conversion (the "Conversion Certificate") with the Florida Secretary of State as required under the Act and the execution of all documents necessary to transfer the legal rights of Corporation to Converted Entity (including all required filings and notices with state and local authorities). The Conversion shall be effective on the date that the Conversion Certificate is accepted for filing by the Florida Secretary of State (the "Effective Date"). This Plan may be abandoned at any time prior to the Effective Date by the board of directors of Corporation if it determines for any reason whatsoever that the Conversion contemplated herein is inadvisable.

Executed on March 13, 2024.

BIA HOMES, INC

By: Carolina Sullivan  
Carolina Sullivan (Mar 11, 2024 11:54:10)  
Carolina Sullivan, President

BIA HOMES, LLC

By: Carolina Sullivan  
Carolina Sullivan (Mar 11, 2024 11:54:10)  
Carolina Sullivan, Manager

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