

L24000232477

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

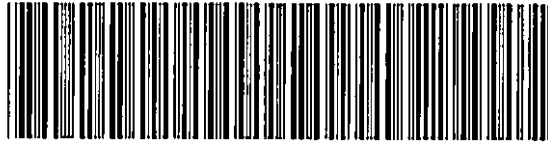
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To: Florida Division of Corporations

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

Date: 5/29/2024

Trans#: 1465899

Entity Name: VITA PRIVATA, LLC

Articles of Organization ()

Amendment ()

Articles of Dissolution ()

Annual Report ()

Conversion (XXX)

Fictitious Name ()

Foreign Qualification ()

Limited Liability ()

Limited Partnership ()

Merger ()

Reinstatement ()

Withdrawal / Cancellation ()

Other ()

Partnership Registration ()

STATE FEES PREPAID WITH CHECK # 3930 FOR \$180.00

PLEASE RETURN:

Certified Copy (XXX) Plain Stamped Copy ()

Good Standing () Certificate of Fact ()

**ARTICLES OF CONVERSION
FOR
CONVERTING A
CONVERTED OR OTHER BUSINESS ENTITY
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

Date: May 22, 2024

THESE ARTICLES OF CONVERSION are submitted to convert a converting eligible entity (which is a California Limited Liability Company) into a converted eligible entity (which is a Florida limited liability company) in accordance with Section 605.1045 of the Florida Statutes.

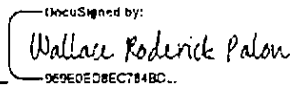
1. Name, Jurisdiction, and Type of Entity of the Converting Eligible Entity. The name of the converting eligible entity immediately prior to the filing of these Articles of Conversion is VITA PRIVATA, LLC, a limited liability company formed under the laws of the State of California on May 10, 2024 (the "Converting Eligible Entity"). Each member of the Converting Eligible Entity has approved these Articles of Conversion.
2. Name, Jurisdiction, and Type of Entity of the Converted Eligible Entity. The name of the converted foreign eligible entity is VITA PRIVATA LLC (the "Converted Eligible Entity"), a limited liability company under the laws of the State of Florida as set forth in the Articles of Organization attached hereto as Exhibit A.
3. Approval of Plan. The plan of conversion was approved in accordance with all applicable statutes.
4. Appraisal Rights. The Converted Eligible Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under 605.1006 and 605.1061 - 605.1072 of the Florida Statutes.
5. Effective Date. This conversion shall be effective when these Articles of Conversion are filed with the Florida Department of State, Division of Corporations.

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IN WITNESS WHEREOF, the undersigned, being duly authorized, has executed these Articles of Conversion as of the date first set forth above.

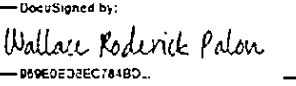
CONVERTING ELIGIBLE ENTITY:

VITA PRIVATA, LLC,
a Florida limited liability company

By:  _____
Name: Wallace Roderick Palon
Title: Member

OTHER BUSINESS ENTITY:

VITA PRIVATA, LLC,
a California limited liability company

By:  _____
Name: Wallace Roderick Palon
Title: Member

DocuSign Envelope ID: E4218D5C-C949-4D6C-8EFB-2EA1A7ACC7E7

EXHIBIT A

(See attached document)

**ARTICLES OF ORGANIZATION
OF
VITA PRIVATA, LLC
(a Florida limited liability company)**

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is VITA PRIVATA, LLC (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is 1450 Brickell Avenue, Suite 1900, Miami, FL 33131.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is c/o Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami Florida 33131. The name of the initial registered agent of the Corporation at that office is James D. Gassenheimer.


**ARTICLE IV
MANAGEMENT**

The Company shall be member-managed. The names and addresses of the initial members of the Company are:

Wallace Roderick Palon
1800 S. Ocean Drive, #3210
Hallandale Beach, Florida 33009-4478

Anne Marie Palon
1800 S. Ocean Drive, #3210
Hallandale Beach, Florida 33009-4478

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 22nd
day of May 2024.

DocuSigned by:

00960E08EC7848C...
Wallace Roderick Palon, Authorized Representative

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for VITA PRIVATA, LLC at the place designed in Article III of the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 605, F.S.

By: /s/ James D. Gassenheimer
James D. Gassenheimer

Dated: May 22, 2024