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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

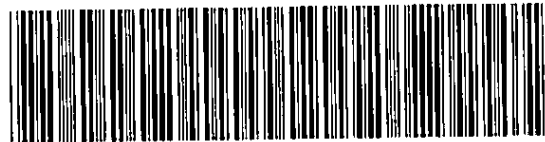
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



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2024 SEP 11 PM 3:38

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 620092 7247594

AUTHORIZATION :

COST LIMIT : \$ 150.00

ORDER DATE : September 3, 2024

ORDER TIME : 2:35 PM

ORDER NO. : 620092-005

CUSTOMER NO: 7247594

DOMESTIC AMENDMENT FILING

NAME: LG REAL ESTATE HOLDINGS, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Miller -- EXT#

EXAMINER'S INITIALS: _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: LG Trust Real Estate Holdings, 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:

Alexander P. Fersa, Esq.
(Contact Person)
Stern Kilcullen & Ruffolo, LLC
(Firm/Company)
325 Columbia Turnpike, Ste 110, PO Box 992
(Address)
Florham Park, NJ 07921
(City, State and Zip Code)
kcammarata@larken.net
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Alexander P. Fersa, Esq. at (973) 535-2612
(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:

LG Real Estate Holdings, 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 South Dakota

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

on September 8, 2010

(date of organization, formation or incorporation)

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

LG Trust Real Estate Holdings, 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.

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:

David B. Gardner

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

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.

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

LG Trust Real Estate Holdings, 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:

c/o Larken Associates

1250 Route 28, Suite 101

Branchburg, NJ 08876

Mailing Address:

c/o Larken Associates

1250 Route 28, Suite 101

Branchburg, NJ 08876

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:

David B. Gardner

Name

19247 Chapel Creek Drive

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

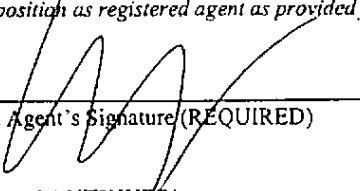
Boca Raton

FL 33434

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)

Signed this 10th day of September, 2024.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____
Printed Name: David B. Gardner Title: Manager

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

Signature: _____
Printed Name: David B. Gardner 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)

**PLAN OF CONVERSION
OF
LG REAL ESTATE HOLDINGS, LLC**

The undersigned, being all the members (the "Members") and the Managers of LG Real Estate Holdings, LLC, a South Dakota limited liability company (the "Company"), effective as of the 28th day of August, 2024, hereby adopt this Plan of Conversion (the "Plan").

RECITALS

WHEREAS, the Company is organized under the South Dakota Limited Liability Company Act (the "South Dakota Act");

WHEREAS, pursuant to Section 47-34A-910 of the South Dakota Act, the Company wishes to convert from a South Dakota limited liability company organized under the South Dakota Act to a Florida limited liability company organized under the Florida Limited Liability Company Act (the "Florida Act"), pursuant to Section 605.1045 of the Florida Act; and

WHEREAS, the Members and Managers of the Company have authorized, approved, and adopted this Plan and the transactions contemplated hereby, all in the manner required by the South Dakota Act and the Florida Act.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants, conditions, and agreements of the parties contained herein, the Company hereby agrees as follows:

1. **Before Conversion.** The name, form of business entity, and the identity of the jurisdiction governing the entity before conversion is: LG Real Estate Holdings, LLC, a South Dakota limited liability company (the "Converting Entity").

2. **After Conversion.** The name, form of business entity, and the identity of the jurisdiction governing the entity after the Conversion is: LG Trust Real Estate Holdings, LLC, a Florida limited liability company (the "Converted Entity").

3. **The Conversion.** Effective upon filing (the "Effective Time"), the Company shall convert from a South Dakota limited liability company to a Florida limited liability company (the "Conversion") in accordance with the applicable provisions of the South Dakota Act and the Florida Act, and the Converted Entity shall continue to exist as a limited liability company organized under the laws of the State of Florida.

4. **Organizational Documents.** A Certificate of Formation of the Converted Entity shall be filed with the Secretary of State of the State of Florida to be effective as of the Effective Time. The Certificate of Formation shall be substantially in the form attached hereto as Schedule A.

5. **Membership Interests.** Upon the Conversion, each membership interest of the Converting Entity shall be converted into and exchanged for one fully paid and non-assessable membership interest of the Converted Entity.

6. **Termination of Conversion.** This Plan of Conversion may be terminated or amended at any time before the Effective Time with the written approval of the Members and Board of Managers of the Converting Entity.

[Signature on following page]

IN WITNESS WHEREOF, effective as of the day and year first written above, the Members and Manager of the Converting Entity and Converted Entity approved the foregoing Plan of Conversion in the manner provided for amendments in the limited liability company's operating agreement.

CONVERTED ENTITY

Lawrence W. Gardner, Member

David B. Gardner, Manager

CONVERTING ENTITY

Lawrence W. Gardner, Member

David B. Gardner, Manager

CSC 620092