

P09000088480

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

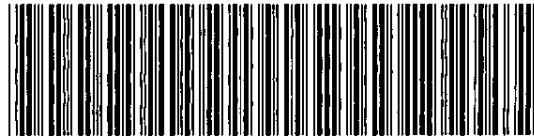
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000161814710

10/27/09--01001--009 **105.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2009 OCT 26 PM 3:56
NOT FILED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 26 AM 10:07

B. KOHR

OCT 27 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 10/26/09

REF. #: 000150.113375

CORP. NAME: TERRA-ARCHIPLAN 900 MANAGEMENT, LLC

FILE FIRST!
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 26 AM 10:07

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 532323 FOR \$ 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF CONVERSION
FOR
TERRA-ARCHIPLAN 900 MANAGEMENT, LLC
INTO
TERRA-ARCHIPLAN 900 MANAGEMENT, INC.

FILED STATE
SECRETARY OF CORPORATIONS
09 OCT 26 AM 10:07

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with ss. 607.1115 and 608.4401, Florida Statutes.

1. The name of the "other Business entity" immediately prior to the filing of this Certificate of Conversion is: **TERRA-ARCHIPLAN 900 MANAGEMENT, LLC.**

L04000005244

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on January 21, 2004.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: **TERRA-ARCHIPLAN 900 MANAGEMENT, INC.**

4. The conversion and accompanying Articles of Incorporation shall be effective upon filing.

5. The Plan of Conversion has been adopted by the "Other Business Entity" in accordance with ss. 608.4401 and 608.4402, Florida Statutes.

6. The address of the principal address of the "Other Business Entity" is 900 Biscayne, Suite 1501, Miami, Florida 33132.

7. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled, if any, under ss.608.4351-608.43595, Florida Statutes.

Signed this 20th day of October, 2009.

Required Signature of Florida Profit Corporation:

Signature: _____

Printed Name: Pedro Martin

Title: Incorporator

Required Signature on behalf of Other Business Entity:

Signature: _____

Printed Name: Pedro Martin

Title: Manager

ARTICLES OF INCORPORATION
OF
TERRA-ARCHIPLAN 900 MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 26 AM 10:07

ARTICLE I

The name of this corporation is TERRA-ARCHIPLAN 900 MANAGEMENT, INC. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 900 Biscayne Boulevard, #1501, Miami, Florida 33132.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
1,000	\$.01	Common

The issuance of fractional shares shall be permitted.

ARTICLE V

The street address of the Corporation's initial registered office is 900 Biscayne Boulevard, #1501, Miami, Florida 33132, and the name of its initial registered agent at such office is Pedro Martin.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director(s) until successors are duly elected and qualified. The initial directors of the Corporation are Pedro Martin, Manuel Grosskopf, Raimundo Onetto and David Martin.

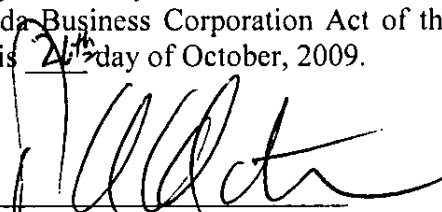
ARTICLE VII

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law.

ARTICLE VIII

The name of the Incorporator is Pedro Martin, and the address of the Incorporator is 900 Biscayne Boulevard, #1501, Miami, Florida 33132.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 26th day of October, 2009.



Pedro Martin, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TERRA-ARCHIPLAN 900 MANAGEMENT, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

By: 

Name: Pedro Martin

Title: Registered Agent

Dated: October ¹²26, 2009