

P/400058728

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

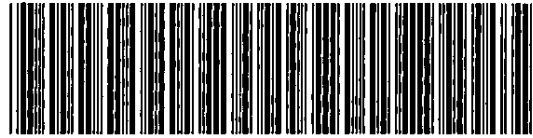
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

W/41-39962



400261319754

06/24/14--01032--008 **105.00

FILED
STATE DEPT OF REVENUE
14 JUL -9 PM 1:23

22

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: **GIANCA PROPERTIES CORP.**

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Pedro P. Saez

Contact Person

Saez & Associates

Firm/Company

777 Brickell Avenue Ste 1110

Address

Miami, FL 33131

City, State and Zip Code

psaez@saezlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Delgado

Name of Contact Person

at **(305) 3580028**

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees

☐ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☐ \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

14 JUL -8 PM 4:19

TALLAHASSEE, FL

June 26, 2014

PEDRO P. SAEZ
777 BRICKELL AVENUE
SUITE 1110
MIAMI, FL 33131

SUBJECT: GIANCA PROPERTIES CORP
Ref. Number: W14000039962

We have received your document for GIANCA PROPERTIES CORP and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

The effective date must be listed in the articles of incorporation.,

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Sylvia Gilbert
Regulatory Specialist II
New Filing Section

Letter Number: 614A00013964

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

RECEIVED
CLERK OF DISTRICT COURT
14 JUL -9 PM 1:30

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 s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

GIANCA PROPERTIES, LLC. - 408-XXXX99607

Enter Name of Other Business Entity

2. The "Other Business Entity" is a **Limited liability company**

(Enter entity type. Example: limited liability company, 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 **October 23, 2008**

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

n/a

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

GIANCA PROPERTIES CORP.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date. _____

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 30 day of May, 2014.

Required Signature for Florida Profit Corporation:


Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

Printed Name: PEDRO P. SAEZ Title: INCORPORATOR

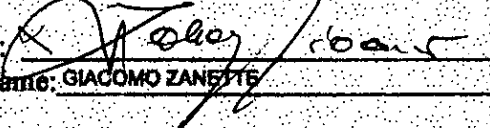
Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 
Printed Name: EMILIO PEDROCCHI Title: MGR/MEMBER

Signature: 
Printed Name: GIANCARLA AGNOLI Title: MEMBER

Signature: 
Printed Name: LUCIANO BOEM Title: MEMBER

Signature: 
Printed Name: CRISTIAN SFREDDO Title: MEMBER

Signature: 
Printed Name: GIACOMO ZANETTI Title: MEMBER

Signature: _____
Printed Name: _____ Title: _____

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.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION
OF
GIANCA PROPERTIES CORP.

RECEIVED
DEPT. OF STATE
14 JUL -9 PM 1:30

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is GIANCA PROPERTIES CORP..

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be:

777 Brickell Avenue
Suite 1110
Miami, FL 33131

Article III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

Article V - Authorized Shares

(a) **Number.** The Corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$1.00 each.

(b) **Preemptive Rights.** Shareholders shall have preemptive rights.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 777 Brickell Avenue, Suite 1110, Miami, FL 33131 and the name of the initial registered agent of this corporation at that address is Pedro P. Saez, Esq..

Article VII - Directors and Officers

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name, address and titles of the initial directors and officers of the Corporation are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Emilio Pedrocchi	777 Brickell Avenue #1110 Miami, FL 33131	Director/ President/ Secretary/Treasurer

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors

and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.


Article IX - Incorporator

The name and address of the incorporator is:

Name
Pedro P. Saez

Address
777 Brickell Avenue, Suite 1110
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 3rd day of July, 2014.

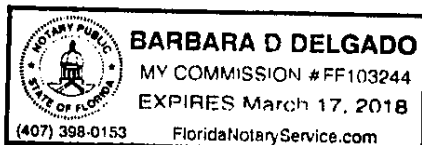
 (SEAL)
Pedro P. Saez
Incorporator


STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Pedro P. Saez who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida this 13 day of July, 2014.


My Commission Expires: 03, 17, 2018




NOTARY PUBLIC, State of Florida
Barbara D. Delgado
Printed Name of Notary
Commission No.: FF103244

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



PEDRO P. SAEZ

JULY 3, 2014