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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

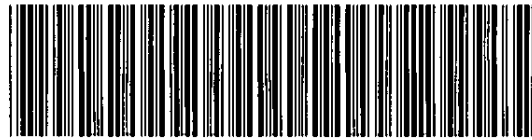
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TALLAHASSEE, FLORIDA

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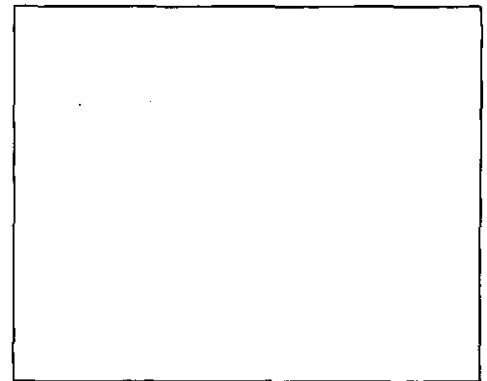
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FLORIDA RESEARCH & FILING SERVICES, INC.  
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TALLAHASSEE, FL 32301  
PHONE (850)364-8000



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WALK-IN

ENTITY NAME:

NIVEA DEVELOPMENTS FLORIDA 3, LLC.

CK# 7479 FOR \$105.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

\_\_\_ CERTIFIED COPY

XXX STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 19, 2016

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: NIVEA DEVELOPMENTS FLORIDA 3 INC.  
Ref. Number: W16000084541

We have received your document for NIVEA DEVELOPMENTS FLORIDA 3 INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 605.0203(1), Florida Statutes, requires the document(s) to be signed by one person acting as an authorized representative.

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 916A00026907

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TALLAHASSEE, FLORIDA

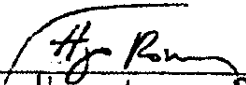
Certificate of Conversion  
For  
"Other Business Entity"  
Into  
Florida Profit Corporation

The 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. 607.11115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is: **Nivea Developments Florida 3 LLC.**
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Florida on January 28, 2014, and the Document Number is L14000016352.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: **Nivea Developments Florida 3 Inc.**
4. The Effective Date of the Florida Profit Corporation is the date of filing.

Signed this 15<sup>th</sup> day of December 2016.

Nivea Developments Florida 3 LLC  
By: Nivea Developments Ltd., sole Manager

By:   
Name: Hugo Lorenzo Romay  
Title: Director

Nivea Developments Florida 3 Inc.  
By: Nicolas Procopio, Sole Director

By:   
Name: Nicolas Procopio  
Title: Director

**ARTICLES OF INCORPORATION  
OF  
NIVEA DEVELOPMENTS FLORIDA 3 INC.**

**FILED**  
**2016 DEC 16 PM 1:53**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
NAME**

The name of this corporation is Nivea Developments Florida 3 Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address is: 1000 Brickell Ave., Suite 400,  
Miami, FL 33131.

**ARTICLE III  
TERM OF CORPORATE EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE IV  
PERMITTED ACTIVITY**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

**ARTICLE V**  
**AUTHORIZED SHARES**

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The initial Registered Agent for the Corporation is Corporate Maintenance Services, LLC, which is located at 1000 Brickell Avenue, Suite 400, Miami, Florida 33131.

**ARTICLE VIII**  
**DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the Bylaws. The name of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Nicolas Procopio

**ARTICLE IX**  
**INCORPORATOR**

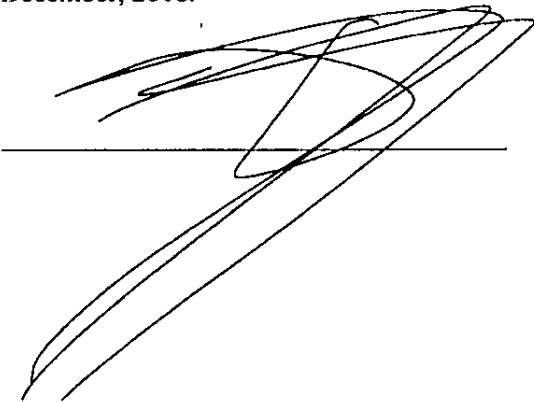
The name and address of the Incorporator is: Nicolas Procopio, 1000 Brickell Ave., Suite 400, Miami, FL 33131.

**ARTICLE X**  
**INDEMNIFICATION**

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

**IN WITNESS WHEREOF**, I have signed these Articles of Incorporation this 15<sup>th</sup> day of December, 2016.

A handwritten signature in black ink, appearing to read 'Nicolas Procopio', is written over a horizontal line.

Nicolas Procopio

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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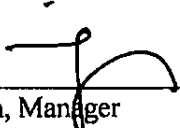
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Nivea Developments Florida 3 Inc.
2. The name and address of the registered agent and office is: Corporate Maintenance Services, LLC – 1000 Brickell Avenue, Suite 400, Miami, FL 33131

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in its capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

Corporate Maintenance Services, LLC, a Florida limited  
liability company

  
\_\_\_\_\_  
Nicolas Stanham, Manager

December 15, 2016