

P17000028028

(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:

Okay to file
per
Ann Shoffstau

03/29/17

Office Use Only



500295151165

03/27/17--01020--006 **105.00

FILED

2017 MAR 27 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

2017 MAR 27 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GOLDEN

MAR 29 2017

LAZARUS

CORPORATE FILING SERVICE

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

MANUELA, LLC
(Corporation Name)

(CONVERSION)
(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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2017 MAR 27 AM 10:21
SECRET
TALLAHASSEE, FL 32301

Golden, Claretha

From: McLeod, Gina
Sent: Wednesday, March 29, 2017 10:02 AM
To: Lazarus Corporate Filing Service
Subject: RE: MANUELA LLC

Yes! Chief Shoffstall said we can accept your application. It will be processed shortly.

Gina McLeod

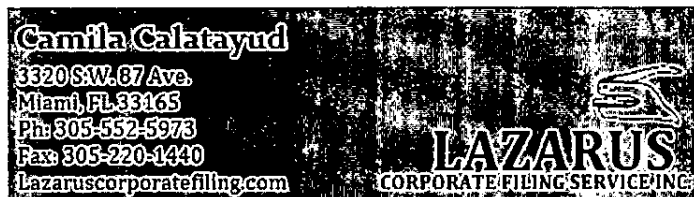
Supervisor, Bureau of Commercial Recording
Division of Corporations
Florida Department of State
850-245-6052
850-245-6941
850-245-6804 (Fax)
Gina.McLeod@dos.MyFlorida.com
www.sunbiz.org

From: Lazarus Corporate Filing Service [mailto:lazaruscorporate@gmail.com]
Sent: Wednesday, March 29, 2017 9:25 AM
To: McLeod, Gina <Gina.McLeod@DOS.MyFlorida.com>
Subject: Re: MANUELA LLC

Good morning Gina,

Any word on this? My clients are trying to do a closing for the company and they're waiting for this. Please let me know.

Best,



On 3/28/2017 3:19 PM, McLeod, Gina wrote:

Thank you for sharing your thoughts. I will forward your email to Chief Shoffstall for further review.

Gina McLeod

Supervisor, Bureau of Commercial Recording
Division of Corporations
Florida Department of State
850-245-6052
850-245-6941

FILED
2017 MAR 27 AM 10:21
STATE OF FLORIDA
TALLAHASSEE, FL 32309

850-245-6804 (Fax)
Gina.McLeod@dos.MyFlorida.com
www.sunbiz.org

From: Lazarus Corporate Filing Service [<mailto:lazaruscorporate@gmail.com>]
Sent: Tuesday, March 28, 2017 3:09 PM
To: McLeod, Gina <Gina.McLeod@DOS.MyFlorida.com>
Subject: MANUELA LLC

Hi Gina,

I'm writing you this email in the hopes that we can resolve the issue regarding Manuela LLC (L09000070899) converting from an LLC to a corporation. The issue is that they have been working with this name since July 2009 and now, for tax purposes they would like to convert to a corporation. Claretha Golden rejected the filing stating that the name is taken because apparently there was another entity filed in the 90s called Manuela's Inc (P98000068432) which is still active.

No correspondence or communication was sent to my client when they first filed in 2009 letting them know of the state's error and now, after 8 years using the name, they are not being allowed to convert the company to a corporation without changing the company's name. I understand the situation as you explained it to me but I failed to understand how they can be penalized for something that wasn't their fault to begin with.

Awaiting your response,



The Department of State is committed to excellence.
Please take our [Customer Satisfaction Survey](#).

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2017 MAR 27 AM 10:21
STATE OF FLORIDA
TALLAHASSEE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2017

LAZARUS CORPORATE FILING SERVICE

SUBJECT: MANUELA, CORP.
Ref. Number: W17000026435

We have received your document for MANUELA, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The effective date must be specific and cannot be prior to the date of filing.

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: 917A00005852

FILED
2017 MAR 27 AM 10:21
SECRET
TALLAHASSEE, FLORIDA

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2017 MAR 27 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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:

MANUELA, LLC, a Florida limited liability company
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.) LU9000070899

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 July 23, 2009
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:

Florida

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

MANUELA, 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.)

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.

Signed this 26 day of MARCH, 2017.

Required Signature for Florida Profit Corporation:

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

Incorporator: [Signature]

Printed Name: ALEXANDRO ELIASCH Title: PRESIDENT

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

Signature: X [Signature]

Printed Name: Alexandro J. Eliasch Title: AMPR

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

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)

FILED
2017 MAR 27 AM 10:21
TALLAHASSEE
SECRETARY OF STATE

FILED

2017 MAR 27 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MANUELA, CORP.

The undersigned incorporator to these Articles of Incorporation, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE ONE

NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name of the Corporation shall be MANUELA, CORP. The Principal place of Business shall be located at 2101 Brickell Avenue, Suite 2411, Miami, FL 33129.

ARTICLE TWO

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The Corporation is organized for the purpose of conducting any and all business investments in the United States of America

ARTICLE FOUR

SHARES

The number of shares that this Corporation is authorized to issue is 1000 shares.

ARTICLE FIVE

DIRECTORSHIPS

The qualifications for Directors and the method of their election shall be regulated by the Bylaws of the Corporation.

ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the corporation is:

ALEJANDRO J. ELIASCHEV
2101 BRICKELL AVENUE, SUITE 2411
MIAMI, FL 33129

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The initial Director shall be:

ALEJANDRO J. ELIASCHEV
2101 BRICKELL AVENUE, SUITE 2411
MIAMI, FL 33129

ARTICLE EIGHT
OFFICERS

The names Addresses and positions of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: ALEJANDRO J. ELIASCHEV
2101 BRICKELL AVENUE, SUITE 2411
MIAMI, FL 33129

ARTICLE NINE
INCORPORATOR

The name and address of the incorporator is:

ALEJANDRO J. ELIASCHEV
2101 BRICKELL AVENUE, SUITE 2411
MIAMI, FL 33129

ARTICLE TEN
AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors and Officers are subject to this reservation. The Articles or

Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Law.

ARTICLE ELEVEN
INDEMNIFICATION

The corporation shall indemnify each Officer and Director including former Officers and Directors, to the fully extent permitted by the laws of the State of Florida.

ARTICLE TWELVE
COMMENCEMENT OF THE CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

The undersigned Incorporator has executed these Articles of Incorporation this 26 day of March, 2017.

x 
ALEJANDRO J. ELIASHEV

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place business designated herein, I hereby accept the appointment as Registered Agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as:

Registered Agent

x 
ALEJANDRO J. ELIASHEV

FILED
2017 MAR 27 AM 10:21
CLERK OF THE COURT
TALLAHASSEE, FLORIDA