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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

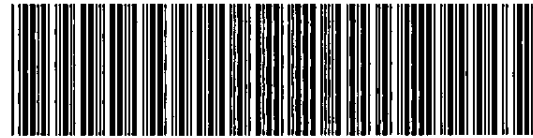
MO9-4242  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

WN-58248  
**A. LUNT**  
DEC - 2 2011  
**EXAMINER**

Office Use Only



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11/14/11--01024--002    \*\*185.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 16, 2011

JEFFREY S. LASKY  
602 ACADEMY DRIVE  
NORTHBROOK, IL 60062

SUBJECT: LATITUDE ADVISORS, LLC  
Ref. Number: W11000058248

We have received your document for LATITUDE ADVISORS, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 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 a member or an authorized representative of a member. 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 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) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 011A00026025

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Latitude Advisors, LLC  
(Name of Resulting Florida Limited Company)

The enclosed Certificate 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. 608.439, F.S.

Please return all correspondence concerning this matter to:

Jeffrey S. Lasky  
(Contact Person)

Latitude Advisors, LLC  
(Firm/Company)

602 Academy Drive  
(Address)

Northbrook, IL 60062  
(City, State and Zip Code)

JLasky@JLasky.com  
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Peter A. Savarese, Esq. at ( 561 ) 207-7400  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

This Certificate 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.608.439, Florida Statutes.

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

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

on September 17, 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:

\_\_\_\_\_

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

Latitude Advisors, LLC  
(Enter Name of Florida Limited Liability Company)

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 Organization, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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TALLAHASSEE, FLORIDA

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Signed this 3rd day of November 2011.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: *Kenneth R. Penrose*

Printed Name: Kenneth R. Penrose

Title: Member

**Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: *Kenneth R. Penrose*

Printed Name: Kenneth R. Penrose

Title: Member

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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**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:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Latitude Advisors, LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

271 53rd Circle  
Vero Beach FL 32968

271 53rd Circle  
Vero Beach FL 32968

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:

Kenneth R. Penrose  
Name

271 53rd Circle  
Florida street address (P.O. Box **NOT** acceptable)

Vero Beach FL 32968  
City, State, and Zip

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TALLAHASSEE, FLORIDA  
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*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 608, F.S..*

*Ken Penrose Ken Penrose*  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

**Name and Address:**

"MGR" = Manager

"MGRM" = Managing Member

MGR

Latitude Financial, LLC

271 53rd Circle

Vero Beach FL 32968

\_\_\_\_\_

\_\_\_\_\_

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\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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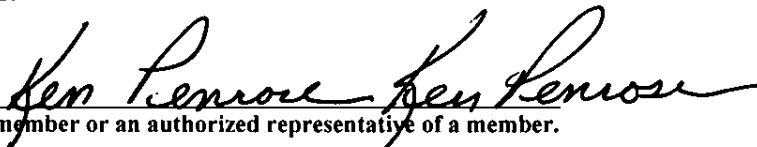
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(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_  
(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

**REQUIRED SIGNATURE:**

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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.)

Kenneth R. Penrose  
Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A DELAWARE LIMITED LIABILITY COMPANY  
TO A NON-DELAWARE ENTITY  
PURSUANT TO SECTION 18-216 OF  
THE LIMITED LIABILITY COMPANY ACT**

1.) The name of the Limited Liability Company is \_\_\_\_\_  
Latitude Advisors, LLC

(If changed, the name under which it's certificate of formation was originally  
filed: \_\_\_\_\_)

2.) The date of filing of its original certificate of formation with the Secretary of  
State is September 17, 2011.

3.) The jurisdiction in which the business form, to which the limited liability company  
shall be converted, is organized, formed or created is Florida.

4.) The conversion has been approved in accordance with this section;

5.) The limited liability company may be served with process in the State of Delaware in  
any action, suit or proceeding for enforcement of any obligation of the limited liability  
company arising while it was a limited liability company of the State of Delaware, and  
that it irrevocably appoints the Secretary of State as its agent to accept service of process  
in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State  
is 271 53rd Circle, Vero Beach, FL 32968

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this  
3rd day of November, A.D. 2011.

By: \_\_\_\_\_

Authorized Person

Name: Jeffrey S. Lasky

Print or Type