

L13000167892

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

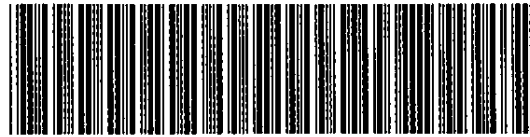
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC -4 2013

T. BROWN

James A. Chamblin
Midway Financial, LLC
1620 North State Road 53
Madison, Florida 32340

November 20, 2013

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs or Ma'ams,

I am providing this cover letter with my forms requesting to convert Midway Financial, LLC, a Delaware LLC to a Florida LLC. The Tax ID number is 200133494.

Our company, Midway Financial, LLC was originally formed in the state of Florida as Midway Financial Corporation. Please see FL document number P03000078272, on July 14, 2003. Then on April 13, 2006, we converted the company to a Delaware LLC, please see Document number M06000002131 and or M06000002133. It is our desire at this time to convert the company to a Florida LLC. I have filled out and sent the required conversion forms with this letter.

Please note that the effective date is to be January 1, 2014.

It is our desire to retain the name Midway Financial, LLC and to continue to use it as our company name. Please advise if there are any problems in doing this.

Sincerely,



James A. Chamblin
Manager, Midway Financial, LLC

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Midway Financial, 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:

Jimmy Chamblin
(Contact Person)

Midway Financial, LLC
(Firm/Company)

1620 North State Road 53
(Address)

Madison, Florida 32340
(City, State and Zip Code)

jchamblin56@aol.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Jimmy or Jan Chamblin at (850) 464-0889
(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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Midway Financial, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LLC

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of ~~the State of Florida~~ Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on 4-13-2006

(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:

~~the Commonwealth of Delaware, effective April 13, 2006~~ Florida

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

Midway Financial, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: January 1, 2014

(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.

Signed this 20th day of November 2013.

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: James A. Chamblin
Printed Name: James A. Chamblin Title: Manager

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: James A. Chamblin
Printed Name: James A. Chamblin Title: MGRM

Signature: Janet S. Chamblin
Printed Name: Janet S. Chamblin Title: MGRM

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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:

Midway Financial, 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:

1620 North State Road 53

1620 North State Road 53

Madison, Florida 32340

Madison, Florida 32340

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:

James A. Chamblin

Name

1620 North State Road 53

Florida street address (P.O. Box **NOT** acceptable)

Madison

FL 32340

City, State, and Zip

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..



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:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

James A. Chamblin
1620 North State Road 53
Madison, Florida 32340

MGRM

Janet S. Chamblin
1620 North State Road 53
Madison, FLorida 32340

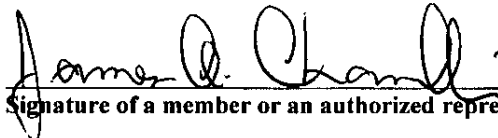
(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: January 1, 2014

(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.)

James A. Chamblin

Typed or printed name of signee