

L 10000 107966

Kenneth J. Metzger
(Requestor's Name)

1637 Metropolitan Blvd., Suite C-2
(Address)

(Address)

Tallahassee, FL 32308
(City/State/Zip/Phone #)

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☐ WAIT

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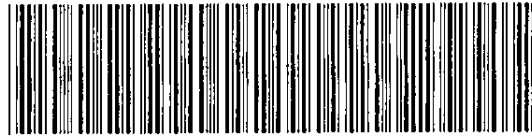
(Business Entity Name)

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B. KOHR

OCT 15 2010

EXAMINER

CORPORATE ACTION BY
THE DIRECTOR AND SHAREHOLDER OF METZGER & ASSOCIATES, P.A.

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The undersigned, being the sole Director and Shareholder of METZGER & ASSOCIATES, P.A., ("Corporation"), waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and consents in writing to the adoption of the following resolutions, taking said action in lieu of a meeting of the Board of Directors and Shareholders:

WHEREAS, the sole Director and Shareholder of the Corporation does hereby intend to take the necessary corporate action to accomplish the conversion of the Corporation to a limited liability company in the State of Florida; and

WHEREAS, attached to this Resolution, as **Exhibit A**, is the Certificate of Conversion and Articles of Organization of Metzger & Associates, LLC that will be filed with the Florida Department of State.

NOW, THEREFORE, IT IS HEREBY:

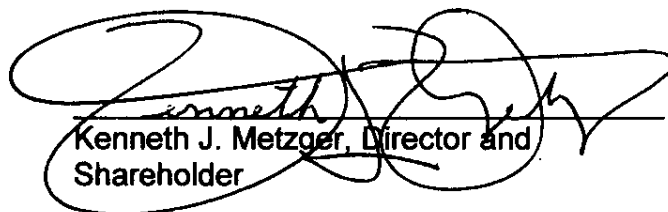
RESOLVED, that the Corporation file a Certificate of Conversion and Articles of Organization with the State of Florida in the form attached hereto as **Exhibit A**.

RESOLVED, that Kenneth J. Metzger, President is hereby authorized and directed to execute all documents and to take all actions he may deem necessary or advisable to carry out and accomplish the purposes of these resolutions.

The action contained herein shall be effective as of the 15th day of October, 2010.

This document may be executed in counterparts, each of which may be deemed an original, but all of which together, when filed in the corporate records, shall be deemed one instrument.

IN WITNESS WHEREOF, the undersigned, being the sole Director and Shareholder of this Corporation, has hereunto set his hand and seal for these purposes.


Kenneth J. Metzger, Director and
Shareholder

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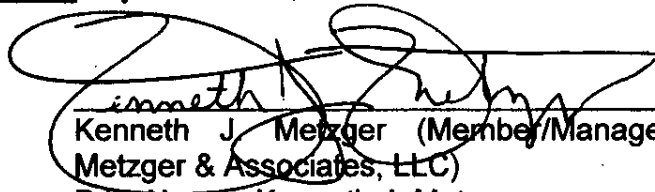
CERTIFICATE OF CONVERSION
FOR
METZGER & ASSOCIATES, P.A.
INTO
METZGER & ASSOCIATES, LLC

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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following corporation into a Florida limited liability company in accordance with Section 608.439, F.S.

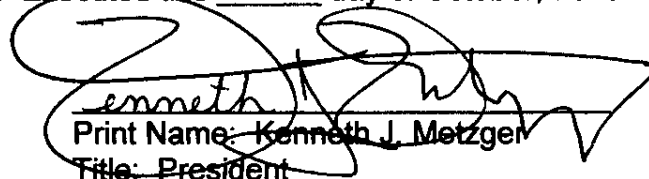
1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is METZGER & ASSOCIATES, P.A.
2. Metzger & Associates, P.A. is a professional services corporation first incorporated under the laws of the State of Florida on March 2, 2010, Document Number P10000018409.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: METZGER & ASSOCIATES, LLC
4. Effective date shall be as of the date of filing.
5. 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 Section 608.439, F.S., in effecting the conversion.
6. The corporation, Metzger & Associates, P.A., currently exists on the official records of the jurisdiction under which it is currently incorporated.

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. Executed this 15th day of October, 2010.


Kenneth J. Metzger (Member/Manager of
Metzger & Associates, LLC)
Print Name: Kenneth J. Metzger
Title: Member/Manager

Signature of Corporation, Metzger & Associates, P.A.:

The execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. Executed this 15th day of October, 2010


Print Name: Kenneth J. Metzger
Title: President

ARTICLES OF ORGANIZATION
OF
METZGER & ASSOCIATES, LLC
A Florida Limited Liability Company

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The undersigned, a manager of METZGER & ASSOCIATES, LLC, a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for METZGER & ASSOCIATES, LLC (the "Company"):

ARTICLE I

NAME

The name of the Company is METZGER & ASSOCIATES, LLC and its principal place of business shall be in the City of Tallahassee, County of Leon, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The limited liability company shall exist until dissolved in a manner provided by law, or as provided in accordance with the regulations adopted by the Members.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is 1637 Metropolitan Boulevard, Suite C-2, Tallahassee, Florida 32308

Kenneth J. Metzger, Esq. (Florida Bar #341215)
1637 Metropolitan Boulevard, Suite C-2
Tallahassee, FL 32308

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Company is

Kenneth J. Metzger
1637 Metropolitan Boulevard, Suite C-2
Tallahassee, FL 32308

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ARTICLE FIVE

MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager - managed company. The name and address of the managing-member is as follows:

<u>Name and Title</u>	<u>Address</u>
Kenneth J. Metzger, Member/Manager	1637 Metropolitan Boulevard Suite C-2 Tallahassee, FL 32308

ARTICLE SIX

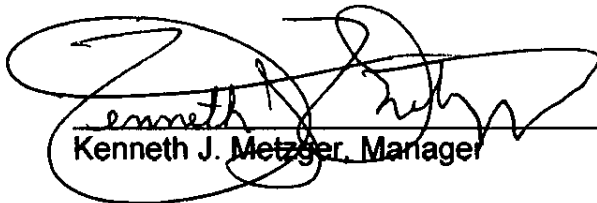
INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The undersigned, in accordance with Section 608.407(3), being a Manager of the Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of METZGER & ASSOCIATES, LLC.

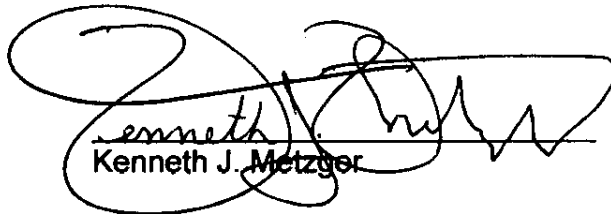
In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned on October 15th, 2010


Kenneth J. Metzger, Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent and to accept service of process for METZGER & ASSOCIATES, LLC in the foregoing Articles of Organization, 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, Florida Statutes.


Kenneth J. Metzger

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