

L060000000923

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

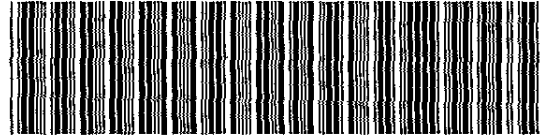
(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JRW Consulting 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:

 James R. Wagner
(Contact Person)
 JRW Consulting LLC
(Firm/Company)
 1085 Gulf of Mexico Drive, Unit 402
(Address)
 Longboat Key, FL 34228
(City, State and Zip Code)

For further information concerning this matter, please call:

 James R. Wagner at (319) 321-5658
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$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: JRW Consulting LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

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

on January 31, 2003
(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**:

JRW Consulting 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.)

Signed this 1st day of January 2006.

Signature of Authorized Person: James R. Wagner

Printed Name: James R. Wagner Title: President and Sole Member

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
AND DESIGNATION OF REGISTERED AGENT
OF
JRW CONSULTING LLC**

Pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned adopts the following Articles of Organization and Designation of Registered Agent.

ARTICLE I. NAME

The name of the limited liability company ("Company") is JRW Consulting LLC.

ARTICLE II. ADDRESS

The address of the principal place of business of Company is 1085 Gulf of Mexico Drive, Unit 402, Longboat Key, FL 34228.

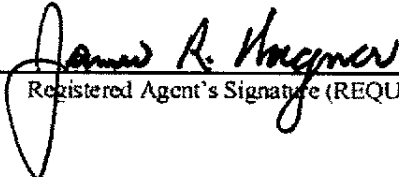
ARTICLE III. REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

James R. Wagner

1085 Gulf of Mexico Drive, Unit 402
Longboat Key, FL 34228

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)

ARTICLE IV. MANAGER(S)

The management of Company shall be vested in a Manager or Managers selected in accordance with the terms of Company's Operating Agreement. The initial Manager shall be as follows:

James R. Wagner

1085 Gulf of Mexico Drive, Unit 402
Longboat Key, FL 34228

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ARTICLE V. EFFECTIVE DATE

The effective date of these Articles of Organization shall occur upon the acceptance of these Articles of Organization by the Secretary of State of the State of Florida for filing in accordance with the Florida Limited Liability Company Act.

ARTICLE VI. LIMITED LIABILITY COMPANY AGREEMENT

The internal affairs of Company and the conduct of its business, to the extent not inconsistent with law, shall be regulated in accordance with Company's Operating Agreement.

ARTICLE VII. LIMITATION OF LIABILITY

No Member or Manager of Company shall be personally responsible or liable for any of the acts, debts, liabilities, or losses of Company. Any Manager of the Company shall not be personally liable for monetary damages to the Company, its Members, or any other person for any statement, vote, decision, or failure to act regarding management or policy decisions by such Manager, except as expressly required under Section 608.4228 of the Florida Statutes.

ARTICLE VIII. INDEMNIFICATION

Except as expressly prohibited by Section 608.4229(2) of the Florida Statutes, Company shall indemnify and hold harmless any person acting as a Manager, Member, employee or agent of Company or other persons acting on behalf of Company, to the fullest extent allowed by applicable law as the same exists or may be hereafter amended, from and against all expenses (including attorneys' fees), costs, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person. All expenses (including attorneys' fees), costs, judgments, fines and amounts paid in settlement of any action, suit or proceeding shall be paid by Company as they are incurred by any Manager or Member in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Manager or Member to repay the amount if it is ultimately determined by a court of competent jurisdiction that such person is not entitled to be indemnified by Company. The rights and authority conferred in this Article VII shall not be exclusive of any other right which any person may have or subsequently acquire under any statute, provision of the Articles of Organization or Operating Agreement of Company, agreement, vote of Members or disinterested Managers, or otherwise. Any repeal or amendment of this Article by the Members of Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has caused the execution of the foregoing Articles of Organization on this 1st day of January, 2006.

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.)

James R. Wagner

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA