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TALLAHASSEE, FLORIDA

11-27  
LO7-118141  
JR

12-1-07

## TRANSMITTAL LETTER

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

**SUBJECT: Powell Properties of Polk County, LLC**

Enclosed are an original and one (1) copy of the articles of organization and a check for \$185, which includes the following:

1. \$125 Filing Fee for Articles of Organization
2. \$ 25 Certificate of Conversion
3. \$ 30 Certified Copy
4. \$ 5 Certificate of Status

**FROM:**

**Michael G. Powell  
6708 Hayter Drive  
Lakeland, FL 33813  
863-644-6496**

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF CONVERSION**  
**For**  
**Powell Properties of Polk County, Inc.**  
**Into**  
**Powell Properties of Polk County, LLC**

P00-6862

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:

**Powell Properties of Polk County, Inc.**

2. The "Other Business Entity" is a **corporation** first organized, formed or incorporated under the laws of the **State of Florida** on **January 21, 2000**.

3. If name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

**Powell Properties of Polk County, LLC**

4. The effective date is:

**December 1, 2007**

Signed this 19<sup>th</sup> day of November, 2007.

Signature of Authorized Person: \_\_\_\_\_

*Michael G. Powell*

Printed Name: Michael G. Powell Title: Managing Member

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I – Name:**

The name of the Limited Liability Company is:

**Powell Properties of Polk County, LLC**

**ARTICLE II – Address:**

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

**6708 Hayter Drive  
Lakeland, FL 33813**

**ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:**

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

**Michael G. Powell  
6708 Hayter Drive  
Lakeland, FL 33813**

*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

**ARTICLE IV – Management:**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

The person who is designated or appointed as President shall carry out and further the decisions and actions of the managers and member(s) made pursuant to the Operating Agreement and shall be authorized to execute on any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type of form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.

  
Michael G. Powell – Authorized Representative - MGRM

(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.)

**ARTICLE IV – Effective Date:**

The effective date of the conversion is **December 1, 2007**.

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