

L08000102239

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 OCT 31 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
NOV - 3 2008
EXAMINER

FILED
08 OCT 31 PM 4:35
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 777179 81464A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
08 OCT 31 PM 4:35
HALLANDALE, FLORIDA

ORDER DATE : October 31, 2008

ORDER TIME : 10:09 AM

ORDER NO. : 777179-005

CUSTOMER NO: 81464A

RESUBMIT

Please give original
submission date as file date.

CONVERSION

NAME: FINANCIAL MANAGEMENT CONTROL
INC. INTO FINANCIAL MANAGEMENT CONTROL L.L.C.

EFFECTIVE DATE:

XX____ ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____ CERTIFIED COPY

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER'S INITIALS: _____

RECEIVED
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DIVISION OF CORPORATIONS
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NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

P.S. Can I please have
this back today 😊



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 31, 2008

DOREEN WALLACE
CSC
TALLAHASSEE, FL

SUBJECT: FINANCIAL MANGEMENT CONTROL L.L.C.
Ref. Number: W08000049987

FILED
08 OCT 31 PM 4:35
TALLAHASSEE, FLORIDA

We have received your document for FINANCIAL MANGEMENT CONTROL L.L.C. and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$180.00 payment.

The newly revised LLC law requires that a certificate of conversion be signed by both the converting entity and the resulting entity. The same individual may sign for both entities, but there must be two separate signatures.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 308A00055832

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

FILED
08 OCT 31 PM 4:35
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:

FINANCIAL MANAGEMENT CONTROL INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **Corporation**.
(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 **Florida**
(Enter state, or if a non-U.S. entity, the name of the country)

on **February 12, 2003**

(Enter date "Other Business Entity" was first organized, formed or incorporated)

P03000017245

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:

N/A

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

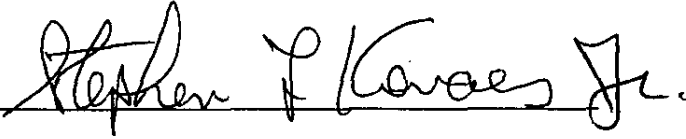
FINANCIAL MANAGEMENT CONTROL L.L.C.

(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 30th day of October 2008.

Signature of Authorized Person:



Printed Name: Stephen L. Kovacs, Jr. Title: Vice-President

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) |

Signed this 31st day of October 2008.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Stephen L. Kovacs Jr.

Printed Name: Stephen L. Kovacs, Jr. Title: Vice-President

Signature(s) on behalf of Other Business Entity: (See below for required signature(s).)

Signature: Stephen L. Kovacs Jr.

Printed Name: Stephen L. Kovacs, Jr. Title: Vice-President

Signature: _____

Printed Name: _____ Title: _____

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
FINANCIAL MANAGEMENT CONTROL L.L.C.**

FILED
08 OCT 31 PM 4:35
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company is **FINANCIAL MANAGEMENT CONTROL L.L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is **1909 Tyler Street, 605, Hollywood, FL 33026.**

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MEMBER UNITS

The Limited Liability Company is authorized to issue 10,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

ARTICLE V - MANAGEMENT

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and addresses of the initial managers of the Limited Liability Company are:

Stephen L. Kovacs, Jr.
1909 Tyler Street, 605
Hollywood, FL 33026

John Thomas
1909 Tyler Street, 605
Hollywood, FL 33026

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning all the issued and outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning all of the issued and outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of any remaining members of the Limited Liability Company.

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of one member.

ARTICLE VIII - WITHDRAWAL

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice, and (ii) with the unanimous consent of all the members.

ARTICLE IX - DISTRIBUTION

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and one hundred percent (100%) of the members may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and one hundred percent (100%) of the members consent otherwise.

ARTICLE X - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to

them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

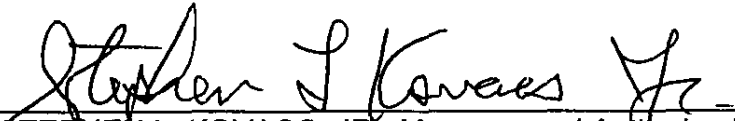
ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

All, but not less than all, of the members may consent to an amendment to the Articles of Organization.

ARTICLE XII - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Amendment to the Articles of Organization this 30th day of October, 2008.


STEPHEN L. KOVACS, JR., Manager and Authorized
representative of the members of the Limited
Liability Company

(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.)

K:\WFG\FMC\AOI.LLC.wpd


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **FINANCIAL MANAGEMENT CONTROL L.L.C.**
2. The name and the Florida street address of the registered agent are:

Stephen L. Kovacs, Jr.
1909 Tyler Street, 605
Hollywood, FL 33026

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.


STEPHEN L. KOVACS, JR., Registered Agent