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(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: SWFL REO HOLDINGS, LLC
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Joshua O. Dorcey, Esq

Contact Person

The Dorcey Law Firm, PLC

Firm/Company

10181 Six Mile Cypress Parkway, Suite C

Address

Fort Myers, FL 33966

City, State and Zip Code

josh@dorceylaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joshua O. Dorcey, Esq

Name of Contact Person

at (239)

418-0169

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 Filing Fee,
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

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

SWFL REO HOLDINGS, LLC
Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

SWFL REO HOLDINGS, LLC
Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a _____ Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

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

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: _____

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TALLAHASSEE FLORIDA

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8. This conversion shall be effective in Florida on: _____.
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

854 West Cape Estates Circle

Cape Coral, Florida 33993

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

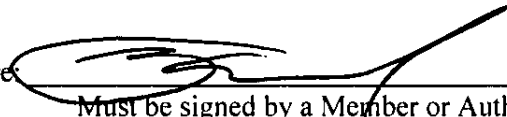
Street Address: 854 West Cape Estates Circle

Cape Coral, Florida 33993

Mailing Address: Same as above

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 29th day of August, 2011

Signature: 

Must be signed by a Member or Authorized Representative.

Printed Name: Courtney Neuhausel Title: Member

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$ 5.00 (Optional)

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TALLAHASSEE, FLORIDA

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STATE OF WYOMING
Office of the Secretary of State

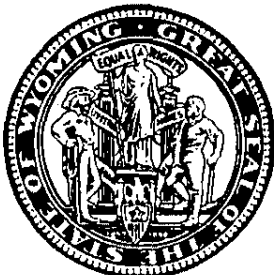
I, MAX MAXFIELD, Secretary of State of the State of Wyoming, do hereby certify that

SWFL REO HOLDINGS, LLC

an entity originally organized under the laws of Florida on May 5, 2009, did on October 27, 2011 apply for a Certificate of Registration and filed Articles of Continuance in the office of the Secretary of State of State of Wyoming.

I further certify that **SWFL REO HOLDINGS, LLC** renounced its jurisdiction of formation and is now formed under the laws of the State of Wyoming in accordance with Wyoming statutes.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **27th** day of **October, 2011**.



Filed Date: 10/27/2011


Secretary of State

By: Christina Straw