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EXAMINER

#### McLin & Burnsed

Professional Association

Walter S. McLin, III (1935-2007) R. Dewey Burnsed (1939-2007) Matthew D. Black Mark A. Brionez Gary Fuchs Frederick T. Goller, LL.M, E.P. Brian D. Hudson Stephen W. Johnson Erick Langenbrunner Stephanie J. McCulloch

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ATTORNEYS AT LAW

September 11, 2009

John D. Metcalf Fred A. Morrison Richard P. Newman Steven M. Roy Jeffrey P. Skates Phillip S. Smith Joseph S. Thomas

Of Counsel

Lynn E. Burnsed

Board Certified, Healthcare Law

#### VIA UPS OVERNIGHT

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Personal Trailers, Inc. conversion

to Personal Trailers, LLC

Dear Sir or Madam:

The enclosed Certificate of Conversion and Articles of Organization are enclosed for submission to convert Personal Trailers, Inc. (an Indiana corporation) (Indiana Control Number 2006121800276) into Personal Trailers, LLC(a Florida limited liability company) in accordance with Section 608.439, *Florida Statutes*. The conversion was approved by the converting corporation in accordance with applicable law and in compliance with the instruments governing its initial affairs. Our firm's check in the amount of \$155.00, made payable to the Florida Department of State is enclosed to cover the filing fees and a certificate of status.

Please direct all correspondences concerning this matter first by fax (if possible) to 352-205-8413, and all hard copies to:

Joseph S. Thomas, Esq. 1950 Laurel Manor Drive, Suite 140 The Villages, Florida 32162

For further information concerning this matter, please call: Vivian Grecco at 352-259-5018.

Very truly yours,

McLIN & BURNSED P.A.

**Thomas** 

JST/vmg Enclosures

cc: Mr. Neil Schaffel (via email)

# CERTIFICATE OF CONVERSION FOR PERSONAL TRAILERS, INC. INTO PERSONAL TRAILERS, LLC

This Certificate of Conversion and attached Articles of Organization are submitted to convert the foreign corporation named herein into a Florida Limited Liability Company in accordance with §608.439, *Florida Statutes*.

- 1. The name of the foreign corporation immediately prior to the filing of this Certificate of Conversion is: Personal Trailers, Inc. (the "Converting Entity"), incorporated under the laws of the State of Indiana on December 15, 2006, and bearing Indiana Control Number: 2006121800276.
- 2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: Personal Trailers, LLC (the "LLC").
- 3. The effective date of the conversion shall be the date of filing this Certificate of Conversion and Articles of Organization with the Secretary of State.
- 4. The undersigned is the sole Manager of the LLC and is authorized to sign on behalf of and to bind the LLC.

Dated the Day of Syknber, 2009.

Personal Trailers, Inc.

Neal A. Schaffel, President

Personal Trailers, LLC

Neal A. Schaffel Manager

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## PERSONAL TRAILERS, LLC ARTICLES OF ORGANIZATION

Effective at 12:01 a.m. on the date of this filing, Personal Trailers, LLC, a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, does hereby submit the following Articles of Organization pursuant to Sections 608.407 and 608.4081, *Florida Statutes*.

#### ARTICLE 1 NAME

The name of the limited liability company shall be Personal Trailers, LLC.

#### ARTICLE 2 DURATION

The period of duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company is dissolved pursuant to provisions of the Florida Limited Liability Company Act, the Articles of Organization of the Limited Liability Company, or the Operating Agreement of the Limited Liability Company.

### ARTICLE 3 PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

### ARTICLE 4 STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address of the Company is: P.O. Box 367, Oxford, Florida 34484, and street address of the principal office of the Company is: 9867 North Highway 301, Wildwood, Florida 34755.

## ARTICLE 5 MANAGEMENT

The Company shall be managed by one manager. The name and address of the person who shall serve as manager until the next meeting of members or until his successor is elected and qualified is as follows: Neal A. Schaffel, 9867 North Highway 301, Wildwood, Florida 34755. The manager shall be elected as provided in the Operating Agreement.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

## ARTICLE 6 ADMISSION OF ADDITIONAL MEMBERS

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Member shall have the right to admit additional members pursuant to the Operating Agreement adopted by the Company.

### ARTICLE 7 MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the Company to continue the business on 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 in the Company, shall be carried out as provided for in the Operating Agreement adopted by the Company.

## ARTICLE 8 REGISTERED AGENT

The name and street address of the current registered agent of the Company in the State of Florida is: Joseph S. Thomas, Esq., 1950 Laurel Manor Drive, Suite 140, The Villages, Florida 32162. A written statement as prescribed by the Florida Department of State pursuant to Section 608.415, *Florida Statutes*, is attached to these Articles of Organization.

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization on this \_/O\_ day of \_September\_, 2009.

Keal a Schaffel, Manager

#### 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: Personal Trailers, LLC.
- 2. The name and the Florida street address of the registered agent and office are: Joseph S. Thomas, Esq., 1950 Laurel Manor Drive, Suite 140, The Villages, Florida 32162.

#### **ACCEPTANCE BY REGISTERED AGENT:**

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, <u>Fla. Stat.</u>

Joseph S Thomas, Esq., Registered Agent

SECRETARY OF STATE DIVISION OF CORPORATION