

L100000036990

(Requestor's Name)

(Address)

(Address)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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**B. KOHR**

APR - 6 2010

**EXAMINER**

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

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**CONTACT:** Kim Weidenbach

**DATE:** 04/06/10

**REF. #:** 000204.122864

**CORP. NAME:** WPS FUNDING, LLC (TX) converting into: WPS FUNDING, LLC (FL)

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION                   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION                 |   |  |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION |   |  |

**STATE FEES PREPAID WITH CHECK#** 534394 **FOR \$** 180.00

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

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DIVISION OF CORPORATIONS  
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**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:  
WPS FUNDING, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

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

on FEBRUARY 23, 2005  
(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:

WPS FUNDING, 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 5th day of April 2010

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: [Signature]  
Printed Name: DOUGLAS N. JONES Title: Manager of Dominion Consulting Group, LLC (member)

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

Signature: [Signature]  
Printed Name: DOUGLAS N. JONES Title: MANAGER

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)

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CLERK OF STATE  
DIVISION OF CORPORATIONS  
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## **ARTICLES OF ORGANIZATION**

**OF**

**WPS FUNDING, LLC**

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

### **ARTICLE I NAME**

The name of the limited liability company shall be:

**WPS FUNDING, LLC**

### **ARTICLE II PERIOD OF DURATION**

The period of duration of the limited liability company shall be perpetual.

### **ARTICLE III PURPOSES**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

### **ARTICLE IV ADDRESS AND PLACE OF BUSINESS**

The mailing and street address of the principal office in Florida for the limited liability company is 1414 W. Swann Ave., Ste. 100, Tampa, Florida 33606.

### **ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 2907 Bay to Bay Boulevard, Suite 201, Tampa, FL 33629, and the name of its initial registered agent is Thomas P. McNamara. The limited liability company may

change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

## **ARTICLE VI MANAGEMENT**

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the managers of the limited liability company. The Board of Managers of this limited liability company shall consist of a number of persons elected in the manner prescribed in the Operating Agreement of the limited liability company. The initial Board of Managers shall consist of one person. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from his election until the election of his successor; provided, however, any manager may be removed as provided in the Operating Agreement of the limited liability company. The name and current address of the manager who is to serve as the initial manager until the first annual meeting of members and until his successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Douglas N. Jones	1414 W. Swann Ave. Suite 100 Tampa, FL 33606

## **ARTICLE VII RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the limited liability company upon approval by the Board of Managers. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the Operating Agreement of the limited liability company.

## **ARTICLE VIII ACKNOWLEDGMENT**

The undersigned, being an authorized representative of a member of the limited liability company, does hereby certify that the foregoing constitutes the Articles of Organization of WPS FUNDING, LLC. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the Operating Agreement of the limited liability company consistent with the laws of the State of Florida.

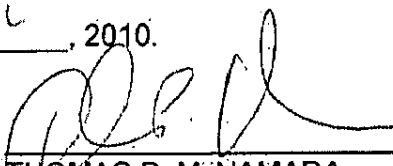
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 6 day of April, 2010.

  
THOMAS P. McNAMARA

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of WPS FUNDING, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 608.415, Florida Statutes.

Executed this 6 day of April, 2010.

  
THOMAS P. McNAMARA