

**L1000067116**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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11 JAN 28 PM 2 56

JAN 31 2011

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Stanford Opportunity Fund, LLC

Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Bryan P. Galat  
Contact Person

The Private Client Law Group  
Firm/Company

75 14<sup>th</sup> Street, Suite 2710  
Address

Atlanta, GA 30309  
City, State and Zip Code

bgalat@tpclg.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lauren Davi at ( 404 ) 974-3484  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee    ☐ \$30.00 Filing Fee and Certificate of Status    ☒ \$55.00 Filing Fee and Certified Copy    ☐ \$60.00 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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DIVISION OF CORPORATION  
11 JAN 28 PM 2 56

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

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Stanford Opportunity Fund, LLC LI-67116  
Enter Name of Florida Limited Liability Company

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

Stanford Opportunity Fund, LLC  
Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: corporation, 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 Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

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

on: December 31, 2010

8. This conversion shall be effective in Florida on: Jan. 28, 2011  
(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:

16300 Golf Club Road, Apt. 311, Westin, FL 33326

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: 16300 Golf Club Road, Apt. 311, Westin, FL 33326

Mailing Address: 16300 Golf Club Road, Apt. 311, Westin, FL 33326

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 31st day of December, 2010

Signature:   
Must be signed by a Member or Authorized Representative.

Printed Name: Bryan P. Galat Title: Attorney

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JAN 28 PM 2 56

**CERTIFICATE OF CONVERSION OF  
STANFORD OPPORTUNITY FUND, LLC, A FLORIDA LIMITED LIABILITY COMPANY  
TO BECOME STANFORD OPPORTUNITY FUND, LLC,  
A WYOMING LIMITED LIABILITY COMPANY  
UNDER THE WYOMING LIMITED LIABILITY COMPANY ACT**

**Article I**

The prior name of the entity making the election under Wyo. Stat. §17-26-101 is STANFORD OPPORTUNITY FUND, LLC, a Florida limited liability company formed by the filing of Articles of Organization with the Florida Secretary of State on June 23, 2010 (the "Florida Company").

**Article II**

The Florida Company elects to become a limited liability company under the Wyoming Limited Liability Company Act, Wyo. Stat. §17-15-101 et seq., to be effective immediately upon filing of this Certificate of Conversion and Articles of Organization in the name of the resulting limited liability company.

**Article III**

This election has been approved in accordance with Wyo. Stat. §17-26-101(d).

**Article IV**

Filed with this Certificate of Conversion are the Articles of Organization, in the form required by Wyo. Stat. §17-15-107, under the name "STANFORD OPPORTUNITY FUND, LLC" (which satisfies the requirements of Wyo. Stat. §17-15-105), and such Articles of Organization shall govern the limited liability company being formed by this election (the "Wyoming Company"), unless and until modified in accordance with the Wyoming Limited Liability Company Act.

**Article V**

A written operating agreement of the Company (a) has been entered into among the persons who will be the members of the Company once this election is effective, (b) will be effective once this election becomes effective, and (c) provides for the manner and basis of the conversion of all membership interests of the Company into membership interests of the Company.

IN WITNESS WHEREOF, this Certificate of Conversion of STANFORD OPPORTUNITY FUND, LLC to become a limited liability company under the Wyoming Limited Liability Company Act has been executed this 31<sup>st</sup> day of December, 2010

STANFORD OPPORTUNITY FUND, LLC,  
a Florida limited liability company

By:   
GLENN E. MURER, its sole member