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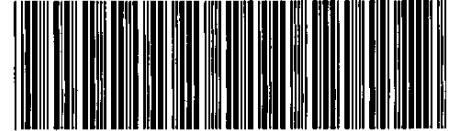
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Conversion

1. TSCPR P1000, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

Certificate of Conversion
converting a
Florida Corporation
("Other Business Entity")
into a
Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes and Section 607.1112, Florida Statutes.

1. The name of the Florida corporation ("Other Business Entity") immediately prior to the filing of this Certificate of Conversion is:

TSCPR P1000, Inc.
(Document No. P10000076440)

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on September 17, 2010.

3. The name of the Florida Limited Liability Company as set forth in the attached Article of Organization:

TSCPR P1000, LLC

4. Pursuant to the terms and conditions of the conversion effectuated by this Certificate of Conversion, the shares of TSCPR P1000, Inc. shall be cancelled and extinguished and in exchange the shareholders of TSCPR P1000, Inc. shall receive and be considered to have received membership interests in TSCPR P1000, LLC equal in proportion to the shares they held in TSCPR P1000, Inc.

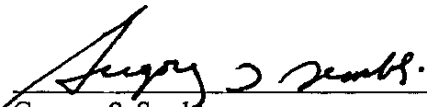
5. The conversion will be effective on the date of filing with the Florida Department of State of this Certificate of Conversion.

IN WITNESS WHEREOF, the undersigned authorized representative of a member, pursuant to Section 608.407, Florida Statutes, has executed this Certificate of Conversion for the uses and purposes therein stated on this 28th day of Sept., 2011.



Gregory S. Sembler
Authorized Representative of a Member

IN WITNESS WHEREOF, the undersigned officer of the Florida corporation, which is the Other Business Entity, has executed this Certificate of Conversion for the uses and purposes therein stated on this 28th day of Sept., 2011.



Gregory S. Sembler
President

PLAN OF CONVERSION
For the Conversion of
TSCPR P1000, INC.
Into
TSCPR P1000, LLC
As the Surviving Company

This Plan of Conversion (hereinafter referred to as the "Agreement") is effective as of Sept 28, 2011, and is adopted by TSCPR P1000, INC., a Florida corporation (hereinafter referred to as the "Company").

WITNESSETH

WHEREAS, the principal and registered office of the Company as a Florida corporation is 5858 Central Avenue, St. Petersburg, FL 33707, having been in existence under Florida law since September 17, 2010; its Registered Agent is Gregory S. Sembler; and

WHEREAS, the principal and registered office of the Company, as a limited liability company, upon the date the Certificate of Conversion is filed with the Florida Department of State, will continue as 5858 Central Avenue, St. Petersburg, FL 33707; its Registered Agent will continue as Gregory S. Sembler; and

WHEREAS, the aggregate number of shares that the Company is authorized to issue is One Million (1,000,000) common shares, of which Ten Thousand (10,000) common shares are issued and outstanding and are owned as follows: Gregory S. Sembler, as Trustee of the Gregory S. Sembler Family Trust, u/a/d September 21, 1989, 6,000 shares; and Brent W. Sembler, as Trustee of the Brent W. Sembler Family Trust, u/a/d July 14, 1989, 4,000 shares; and

WHEREAS, the Directors and the shareholders of the Company deem it advisable and in the advantage of the Company and the shareholders of the Company that the Company be converted into a Florida limited liability company on the terms and conditions provided in this Plan of Conversion, and in accordance with the laws of the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the agreements herein contained, the Company hereby agrees to convert in accordance with the applicable provisions of the laws of the State of Florida on the terms and conditions stated below.

1. **Plan Adopted.** A plan of conversion of TSCPR P1000, INC. is adopted as more specifically described under the terms of this Agreement.

2. **Conversion.** When the conversion shall become effective:

a) **TSCPR P1000, INC.** shall be converted into **TSCPR P1000 LLC**, to exist and be governed by the laws of the State of Florida.

- b) The name of the converted company shall be:

TSCPR P1000, LLC

c) For all purposes of the laws of the State of Florida, all of the rights, privileges, powers, franchises, patents, trademarks, licenses, registrations and property, both of public and private nature, whether real, personal or mixed, of **TSCPR P1000, INC.**, and all debts due to **TSCPR P1000, INC.**, as well as all other things and causes of actions belonging to **TSCPR P1000, INC.**, shall be vested in **TSCPR P1000, LLC**. All rights of creditors and all liens on the property of the Company shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the conversion.

d) The Company, as converted, will carry on business with the assets of **TSCPR P1000, INC.**

e) The shareholders of **TSCPR P1000, INC.** will surrender all their certificates representing outstanding shares of the Company in the manner hereinafter set forth in this Agreement.

f) The Articles of Organization of **TSCPR P1000, LLC**, in the form attached hereto as Exhibit "A" shall be the Articles of Organization of **TSCPR P1000, LLC**.

3. **Effective Date.** The effective date of the conversion (hereinafter referred to as the "Effective Date") shall be when this Agreement has been adopted by the vote of the holders of the common stock of the Company, in accordance with the requirements of the laws of the State of Florida and that fact has been certified by the Secretary or Assistant Secretary of the Company and when the Certificate of Conversion is filed with the Department of State of the State of Florida.

4. **Manner of Converting Shares.** The holders of the shares of **TSCPR P1000, INC.**, shall surrender all of their certificates representing their shares to the Manager of **TSCPR P1000, LLC** promptly after the Effective Date. The surrendered certificates shall be cancelled and extinguished and in exchange the shareholders of the Company shall receive and be considered to have received membership interests in **TSCPR P1000, LLC** equal in proportion to the shares they held in the Company.

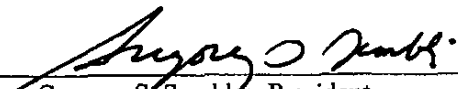
5. **Management of Surviving Entity.** The Manager of **TSCPR P1000, LLC** shall be **TSCPR Florida, Inc.**, or any other person designated by the operating agreement of **TSCPR P1000, LLC**, or the Articles of Organization filed with the Department of State of the State of Florida, and said Manager shall continue to serve as the Manager of **TSCPR P1000, LLC**, until the next annual meeting of the limited liability company or until his successor has been elected.

6. **Entire Agreement.** This Agreement and the exhibits to this Agreement constitute the entire agreement with respect to the contemplated transaction.

7. Controlling Law. The validity, interpretation and performance of the Agreement shall be governed by, construed and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the authorized officer of the Company does set his hand and seal this 28th day of Sept, 2011.

TSCPR P1000, INC.,
a Florida corporation

By: 
Gregory S. Sembler, President

**ARTICLES OF ORGANIZATION
OF
TSCPR P1000, LLC**

The undersigned hereby executes these Articles of Organization (“**Articles**”) for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the “**Company**”) shall be:

TSCPR P1000, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of the Company shall be:

5858 Central Avenue
St. Petersburg, Florida 33707

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 5858 Central Avenue, St. Petersburg, Florida, 33707, and the initial registered agent of the Company at such office shall be Gregory S. Sembler. The Company shall have the right to change such registered office and registered agent from time to time, as provided by law.

ARTICLE VI

Initial Manager

The name and street address of the initial Manager of the Company shall be:

TSCPR Florida, Inc.

5858 Central Avenue
St. Petersburg, Florida, 33707

ARTICLE IV

Operating Agreement

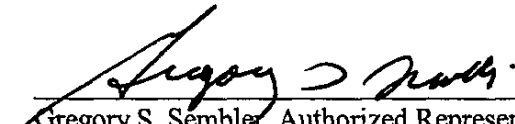
The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all powers conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes herein stated, this 28th day of September 2011.

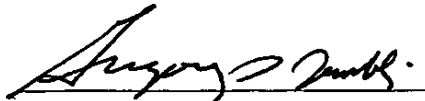

Gregory S. Sembler, Authorized Representative

TSCPR P1000, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 28th day of September, 2011.


GREGORY S. SEMBLER