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(Requestor's Name)

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(City/State/Zip/Phone #)

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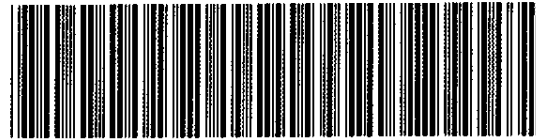
(Business Entity Name)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. BOSTICK

NOV 2 - 2011

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 965806 9955A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 150.00

ORDER DATE : November 2, 2011  
ORDER TIME : 9:27 AM  
ORDER NO. : 965806-005  
CUSTOMER NO: 9955A

\*\*\*\*\*CONVERSION\*\*\*\*\*

NAME: LEANING LOCAL, INC.

XXX\_\_ CERTIFICATE OF CONVERSION  
XXX\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER'S INITIALS: \_\_\_\_\_

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11 NOV - 2 PM 12:45  
TALLAHASSEE, FLORIDA

**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. 607.1115, Florida Statutes.

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

**LEANING LOCAL, INC.**

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2. The "Other Business Entity" is a Florida profit corporation first organized, formed or incorporated under the laws of the State of Florida on October 18, 2011.

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:

**Not Applicable**

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


**LEANING LOCAL, LLC**

5. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of Section 608.439, Florida Statutes, in effecting the conversion.

6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.


Signed this 1<sup>st</sup> day of November, 2011.

**Signature of Member of Authorized Representative of Limited Liability Company:**  
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

  
\_\_\_\_\_  
Michael D. Chiumento III, Member  
Authorized Representative

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STATE  
OF FLORIDA

**Signature on behalf of Other Business Entity:** Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

  
\_\_\_\_\_  
Michael D. Chimento III, President/Director  
Authorized Representative

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SECTION 817.155, FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
FOR  
LEANING LOCAL, L.L.C.  
a Florida Limited Liability Company

11 NOV -2 PM 12:45  
STATE OF FLORIDA  
TALLAHASSEE

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I - NAME**

The name of this company shall be LEANING LOCAL, L.L.C. ("Company").

**ARTICLE II - DURATION\CONTINUATION**

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of its original Articles of Organization by the Department of State of the State of Florida.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address is 145 City Place, Suite 301, Palm Coast, FL 32164.

**ARTICLE IV - REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: Michael D. Chiumento III, Esquire, Chiumento, Selis & Dwyer, PL, 145 City Place, Suite 301, Palm Coast, FL 32164.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS &  
TRANSFER OF MEMBERS INTEREST**

The Company shall admit new members only upon the majority written consent of all then existing voting members of the Company.

The interest of a member in the Company may be transferred or assigned only upon the majority written consent of all then existing voting members of the Company.

**ARTICLE VI - MEMBERS INTERESTS**

The Company is authorized to issue both voting and non-voting membership interests. All membership interests shall be identical in all respects except the non-voting membership

interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted non-voting membership interests pursuant to Chapter 608, Florida Statutes.

#### **ARTICLE VII - MANAGEMENT**

The business of the Company shall be managed by the members and the names and addresses of the managing members are:

**Name**

**Address**

Christopher Horton

145 City Place  
Suite 301  
Palm Coast, FL 32164

Michael D. Chiumento III

145 City Place  
Suite 301  
Palm Coast, FL 32164

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TALLAHASSEE FLORIDA

The management and control of the Company shall be vested in its members unless and until a manager is elected by a majority of members.

#### **ARTICLE VIII - AMENDMENT**

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

#### **ARTICLE IX - INDEMNIFICATION**

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article

by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

#### **ARTICLE X – ADOPTION OF OPERATING AGREEMENT**

The Company may adopt an Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.


#### **ARTICLE XI - INFORMAL ACTION OF MEMBERS**

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand and seal this 18 day of November, 2011.

  
MICHAEL D. CHIUMENTO III  
Authorized Representative of a Member

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.

CHIUMENTO SELIS DWYER, PL  
By:   
MICHAEL D. CHIUMENTO III  
REGISTERED AGENT  
DATE: 11/1/11

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