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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

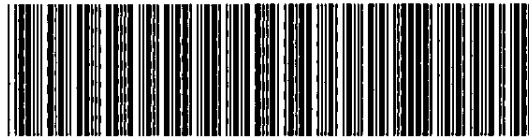
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**TALLAHASSEE, FLORIDA**

# Norton ■ Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

1819 Main Street, Suite 610  
Sarasota, FL 34236  
Telephone: 941.954.4691  
Fax: 941.954.2128  
[www.nhslaw.com](http://www.nhslaw.com)

**John M. Compton**  
Also licensed in Alabama

**Philip N. Hammersley**  
Certified Circuit  
Court Mediator

**Eric R. Hoonhout**

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Board-Certified Wills,  
Trusts & Estates  
Board-Certified Taxation

**J. Derrick Maginness**

**Sam D. Norton**  
Board-Certified  
Real Estate

**Peter Z. Skokos**

November 9, 2012

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Conversion of corporation to limited liability company

Dear sir or madam:

The enclosed Certificate of Conversion, Articles of Organization and fees in the amount of \$150.00 are submitted to convert a corporation into a Florida limited liability company in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to the undersigned. If you have any questions, please do not hesitate to contact me.

Very truly yours,



E. John Lopez  
Email: [johnlopez@nhslaw.com](mailto:johnlopez@nhslaw.com)

## Enclosures

**DISCLOSURE UNDER TREASURY CIRCULAR 230:** To ensure compliance with Treasury Department Regulations, we advise you that, unless expressly indicated, any federal tax advice contained in this message or any attachments cannot be used for the purpose of (i) avoiding penalties imposed by the Internal Revenue Code, or (ii) promoting, marketing, or recommending to another party any matters addressed herein.

**CERTIFICATE OF CONVERSION**

**FOR**

**ETHREE CORPORATION**

**INTO**

**ETHREE, LLC**

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 F.S. § 608.439.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: ETHREE CORPORATION, formerly known as ETHREE, INC. (the "Converting Entity").
2. The "Converting Entity" is a Florida corporation first formed under the laws of the state of Florida on December 31, 2004, Document No. P10000063205, and the jurisdiction has not changed.
3. The Converting Entity has been converted into a Florida limited liability company in compliance with Chapter 607 and Chapter 608, Florida Statutes.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: ETHREE, LLC (the "Converted Entity").
5. A Plan of Conversion for the Converting Entity was duly authorized and approved in accordance with Chapter 620, Florida Statutes.
6. The conversion was approved as required by the governing law of the Converted Entity.
7. The effective date of Conversion to a Florida Limited Liability Company is the date this Certificate of Conversion and the Articles of Organization of the Converted Entity are filed with the Florida Department of State.

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TALLAHASSEE, FLORIDA

In witness whereof the undersigned president has executed this Certificate of Conversion on October 24, 2012 and affirms that the facts stated in this document are true.

ETHREE CORPORATION

By: Richard A. Vannucci  
RICHARD A. VANNUCCI,  
President

In witness whereof the undersigned member has executed this Certificate of Conversion on October 24, 2012 and affirms that the facts stated in this document are true.

Walter G. Mills  
WALTER G. MILLS,  
Managing Member of  
ETHREE, LLC

**ARTICLES OF ORGANIZATION**

**OF**

**ETHREE, LLC**

The undersigned person, acting as the organizer of ETHREE, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of this limited liability company is:

ETHREE, LLC

**ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE**

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

**ARTICLE III - PURPOSE**

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the company is 3301 WHITFIELD AVENUE, SARASOTA, FLORIDA 34243, and the name of the company's initial registered agent at that address is WALTER G. MILLS.

ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 3301 WHITFIELD AVENUE, SARASOTA, FLORIDA 34243.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of a majority in interest of the then-existing members and upon such terms and conditions as shall be set forth in its regulations.

ARTICLE VII - MANAGEMENT BY MEMBERS

The business of the company shall be managed by the members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE IX - ORGANIZER

The name and street address of the organizer executing these Articles of Organization is:

WALTER G. MILLS  
3301 WHITFIELD AVENUE  
SARASOTA, FLORIDA 34243

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ARTICLE X - TERMINATION OF MEMBERSHIP INTEREST

The company shall not be dissolved upon 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.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority in interest of the members and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: October 24, 2012.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
\_\_\_\_\_  
WALTER G. MILLS,  
Member

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That ETHREE, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 3301 WHITFIELD AVENUE, SARASOTA, FLORIDA 34243, has named WALTER G.

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MILLS as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for ETHREE, LLC, at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: August 24, 2012.

  
\_\_\_\_\_  
WALTER G. MILLS