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DIVISION OF CORPORATIONS
2012 DEC -5 PM 3:57
NOT RETURNED
TO ACHIEVE
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FILED
12 DEC -5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

DEC -6 2012

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

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/05/2012

REF. #: 000447.177121

CORP. NAME: RODDA, WINSETT, YATES & YATES, INC. into RODDA, YATES & YATES, LLC

- | | | |
|---|---|--|
| <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 checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# _____ 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

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

FILED
12 DEC -5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This certificate of conversion and the attached Articles of Organization, attached hereto as Attachment 1 and incorporated herein by reference, are hereby submitted to convert the following Florida corporation into a Florida limited liability company, pursuant to Section 608.439, Florida Statutes:

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

RODDA, WINSETT, YATES & YATES, INC.

2. The Other Business Entity is a Florida corporation, first organized, formed, and incorporated under the laws of Florida on November 12, 1975 and its Document Number is 489392.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization:

RODDA, YATES & YATES, LLC

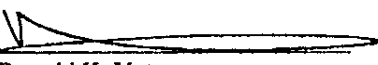
4. This conversion is effective upon the filing of this Certificate of Conversion with the Florida Department of State.
5. The conversion is permitted by the applicable laws governing the other business entity and the conversion complies with such laws and the requirements of Section 608.439, Florida Statutes, in effecting the conversion.
6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently incorporated.

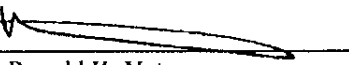
In accordance with Section 608.408(3), Florida Statutes, the undersigned hereby affirms under penalties of perjury that the facts stated herein are true.

Signed this 27th day of NOVEMBER, 2012.

RODDA, YATES & YATES, LLC

**RODDA, WINSETT, YATES &
YATES, INC.**

By: 
Name: Ronald K. Yates
Title: Manager

By: 
Name: Ronald K. Yates
Title: President

Attachment 1
Articles of Organization

See attached.

ARTICLES OF ORGANIZATION
OF
RODDA, YATES & YATES, LLC

FILED
12 DEC -5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: **Rodda, Yates & Yates, LLC.**

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

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

Principal Office

1708 S. Dale Mabry
Tampa, FL 33629

Mailing Address

1708 S. Dale Mabry
Tampa, FL 33629

ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE V
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the managers and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction

of the managers. The members may appoint one or more managers and grant them such authority as specifically provided by statute or by the Operating Agreement.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS

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, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

ARTICLE VII

RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

ARTICLE VIII

OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is **515 East Park Avenue, Tallahassee, FL 32301** and the name of the initial registered agent is **NRAI Services, Inc.** The 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 608.415, Florida Statutes.

**ARTICLE X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **Rodda, Yates & Yates, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 27 day of NOVEMBER, 2012.



Ronald K. Yates, Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Rodda, Yates & Yates, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations set forth in Section 608.415, Florida Statutes.

EXECUTED this 5th day of December, 2012.

NRAI SERVICES, INC.

By: 

Name: Katie Wonsch

Its: Assistant Secretary