

L14000112842

(Requestor's Name)

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(City/State/Zip/Phone #)

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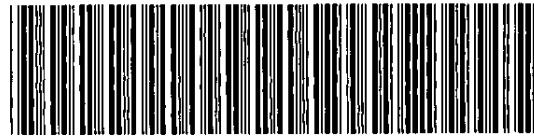
(Business Entity Name)

(Document Number)

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1. PSI of Florida, 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 #)

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2014 JUL 15 PM 1:18
TALLAHASSEE, FLORIDA
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SPECIAL INSTRUCTIONS:

**CERTIFICATE OF CONVERSION
OF
RSI OF FLORIDA,, INC.
INTO
RSI OF FLORIDA,, LLC**

H65737

This Certificate of Conversion and the attached Articles of Organization are submitted to convert RSI OF FLORIDA,, INC., a corporation organized under the laws of the State of Florida, into RSI OF FLORIDA,, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 605.1045, Florida Statutes.

1. RSI OF FLORIDA,, INC. a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on July 12, 1985 under Document Number H65737. Its Articles of Incorporation were amended on December 24, 1991 and September 21, 1992.
2. The name of the Florida limited liability company into which RSI OF FLORIDA,, INC. will be converted is RSI OF FLORIDA,, LLC. The Articles of Organization of RSI OF FLORIDA,, LLC are attached to this Certificate of Conversion.
3. The conversion of RSI OF FLORIDA,, INC., a Florida corporation, into RSI OF FLORIDA,, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 605.
4. The conversion of RSI OF FLORIDA,, INC., a Florida corporation, into RSI OF FLORIDA,, LLC and the Articles of Organization of RSI OF FLORIDA,, LLC was approved by all of the shareholders and directors of RSI OF FLORIDA,, INC. in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of RSI OF FLORIDA,, LLC is 1750 NW 19TH Avenue Pompano Beach, Florida 33069. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for RSI OF FLORIDA,, LLC will be the same as the Federal employer identification number of RSI OF FLORIDA,, LLC.
6. This Certificate of Conversion shall be effective on August 1, 2014.
7. RSI OF FLORIDA,, INC. shall pay any shareholder of RSI OF FLORIDA,, INC. having appraisal rights an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion the 10 day of July, 2014.

RSI OF FLORIDA,, INC.

BY: [Signature]
WILLIAM C. TEMPLE, JR., PRESIDENT

RSI OF FLORIDA, LLC

BY: [Signature]
WILLIAM C. TEMPLE, JR., PRESIDENT

2014 JUL 15 PM 10:19
NOTARY PUBLIC
FLORIDA

ARTICLES OF ORGANIZATION
OF
RSI OF FLORIDA, LLC,
A Florida Limited Liability Company

The undersigned individual, being either a member or the authorized representative of a member, hereby presents these Articles of Organization to the Secretary of State of the State of Florida for the formation of a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is: RSI OF FLORIDA, LLC.

ARTICLE II

This Limited Liability Company is to exist in perpetuity. The existence of this Limited Liability Company shall commence on August 1, 2014.

ARTICLE III

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

WILLIAM C. TEMPLE, JR

Address of Registered Office

1750 NW 19TH AVENUE
POMPANO BEACH, FLORIDA
33069

ARTICLE IV

The mailing address and the street address of the principal office of this Limited Liability Company are both:

1750 NW 19TH AVENUE
POMPANO BEACH, FLORIDA 33069

IN WITNESS WHEREOF, the undersigned individual has hereunto executed these Articles of Organization this 10 day of July, 2014



WILLIAM C. TEMPLE, JR.
AUTHORIZED REPRESENTATIVE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.



WILLIAM C. TEMPLE, JR. Date

7.10.14

AGREEMENT AND PLAN OF CONVERSION

THIS AGREEMENT AND PLAN OF CONVERSION (the "Plan of Conversion"), dated the 10 day of July, 2014, is made by and between RSI of Florida, Inc., a Florida Corporation, (the "Corporation") and RSI of Florida, LLC, a Florida Limited Liability Company. (the "LLC").

WITNESSETH:

WHEREAS, the parties desire that the Corporation be converted into the LLC in accordance with Section 605.1045 of the Florida Statutes.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. The Conversion shall become effective upon August 1, 2014 (the "Effective Date").
2. In accordance with the provisions of this Plan of Conversion, and Sections 607.1113 and 605.1045 of the Florida Statutes, on the Effective Date, the Corporation shall be converted into the LLC, the separate existence of the Corporation shall cease, and the LLC shall continue its existence under the laws of the State of Florida under its present name (the "Converted Entity"). The name and address of the Converted Entity are:

RSI of Florida, LLC
1750 NW 19TH Avenue
Pompano Beach, Florida 33069

3. The Articles of Organization of the LLC filed with Secretary of State of the State of Florida (the "Articles") and the Operating Agreement of the LLC effective as of the Effective Date (the "Operating Agreement") shall be the Articles of Organization and Operating Agreement for the Converted Entity.

4. The Converted Entity shall possess and retain every interest in all assets and properties of every description, wherever located, of the Corporation. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of the Corporation shall be vested in the Converted Entity without further act or deed. The title to or any interest in any real estate vested in the Corporation shall not in any way be impaired by reason of the Conversion. All obligations belonging to or due to the Corporation shall be vested in the Converted Entity without further act or deed. The Converted Entity shall be liable for all of the obligations of the Corporation existing as of the Effective Date.

5. As of and immediately before the Effective Date, the Corporation had two classes of stock, specifically Common Stock and Class A Common Stock. The Operating Agreement of the LLC calls for two classes of Units, specifically-Voting Units and Non-Voting Units. Upon Conversion, the former stockholders of the Corporation will cease to be stockholders of the Corporation, will become Members of the LLC, and their shares of stock will be converted into Units of the LLC. Each former stockholder will receive one hundred (100) Voting Units and one thousand nine hundred (1,900) Non-

Voting Units in exchange for the all of the Stock of the Corporation owned by the stockholder, without regard to class, so that, immediately after the Conversion, the Units of the LLC will be owned as follows:

VOTING UNITS

<u>Member</u>	<u>Number of Units Owned</u>
William C. Temple, Jr	100.00
Betty C. Temple	100.00
TOTAL	200.00

NON-VOTING UNITS

<u>Member</u>	<u>Number of Units Owned</u>
William C. Temple, Jr.	1,900.00
Betty C. Temple	1,900.00
TOTAL	3,800.00

6. The LLC acknowledges and represents that it has complied with all applicable provisions under Chapter 605 of the Florida Statutes to effectuate the Conversion. The Corporation acknowledges and represents that it has complied with all applicable provisions under Chapter 607 of the Florida Statutes to effectuate the Conversion.

7. All of the Officers, Directors and Stockholders of the Corporation, and all of the Members and officers of the LLC, by their signatures hereon, join in the execution of this Plan of Conversion to acknowledge their approval of and consent to such plan, which approval constitutes adoption.

IN WITNESS WHEREOF, the parties have executed this Plan of Conversion on the date first set forth above.

RSI of Florida, Inc.

BY: _____

William C. Temple, Jr., President

RSI of Florida, LLC

BY: _____

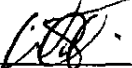
William C. Temple, Jr. President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


2014 JUL 16 PM 10:19

FILED

We, the undersigned, being all of the owners of all of the Stock of RSI of Florida, Inc., by our signatures hereon, do hereby consent to and approve of the above Plan of Conversion into RSI of Florida, LLC, which approval constitutes adoption.




William C. Temple, Jr.

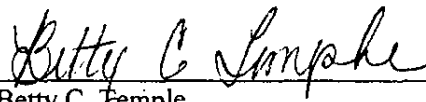


Betty C. Temple

We, the undersigned, being all of the Directors of RSI of Florida, Inc. do hereby authorize, consent to and approve of the above Plan of Conversion into RSI of Florida, LLC, which approval constitutes adoption.

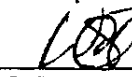


William C. Temple, Jr.

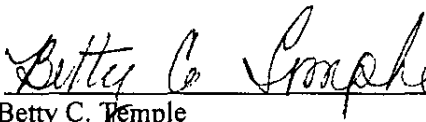


Betty C. Temple

We, the undersigned, being all of the Members who own all of the Voting Units and all of the Non-Voting Units of RSI of Florida, LLC, by our signatures hereon, do hereby consent to and approve of the above Plan of Conversion of RSI of Florida, Inc. into RSI of Florida, LLC, which approval constitutes adoption.



William C. Temple, Jr.



Betty C. Temple

2014 JUL 16 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA