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#### MILAM HOWARD NICANDRI DEES & GILLAM P.A.

Jenny Bezis Howard

E-mail: jhoward@milamhoward.com

October 10, 2014

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Conversion of Splife, Inc.

To Whom It May Concern:

Please find enclosed the following for filing with your office:

- 1. Articles of Conversion (Splife, Inc. into SPlife, LLC);
- 2. Articles of Organization for SPlife, LLC;
- 3. Check payment to Florida Department of State in the amount of \$150; and
- 4. Self-addressed stamped envelope for return of the filed documents.

Please call me if you have any questions regarding the enclosed.

Sincerely,

Florida Registered Paralegal

**Enclosures** 

# ARTICLES OF CONVERSION FOR SPLIFE, INC. INTO SPLIFE, LLC

These Articles of Conversion and attached Articles of Organization are submitted to convert Splife, Inc. into SPlife, LLC, in accordance with Section 605.1045, Florida Statutes.

1. The name of the entity immediately prior to the filing of this Certificate of Conversion is:

Splife, Inc.

- 2. Golf Planner Pro, Inc. is a corporation first incorporated under the laws of the State of Florida on September 18, 2014 and assigned document number: P14000077720.
- 3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is:

SPlife, LLC

- 4. Splife, Inc. has converted into SPlife, LLC in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws governing SPlife, LLC.
- 5. The plan of conversion was approved in accordance with Sections 605.1041-605.1046, Florida Statutes.
- 6. The effective date of this conversion shall be the date of filing of this Certificate of Conversion.
- 7. Golf Planner Pro, LLC's principal office address is:

14 East Bay Street Jacksonville, Florida 32202 8. SPlife, LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301-607.1333

Signed this 8th day of October, 2014.

G. Alan Howard

Authorized Representative for Member

10/1/1

G. Alan Howard, Assistant Secretary

14 OCT 14 PM 12: 36
SECREMARY OF STATE.
TALLAHASSEE FLORIS.

#### **ARTICLES OF ORGANIZATION**

OF

#### SPLIFE, LLC

Pursuant to the Florida Limited Liability Company Act, Chap. 605.0201, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

#### ARTICLE I NAME

The name of this limited liability company (the "Company") shall be SPlife, LLC.

### ARTICLE II ADDRESS

The mailing address and the street address of the principal office of this Company shall be 14 East Bay Street, Jacksonville, Florida 32202.

## ARTICLE III PURPOSE

The purpose for which the Company is organized is any and all lawful business.

## ARTICLE IV REGISTERED AGENT

The initial registered office of this Company shall be 14 East Bay Street, Jacksonville, Florida 32202, and its initial registered agent at such office shall be Milam Howard Nicandri Dees & Gillam, P.A.

### ARTICLE V MANAGEMENT OF THE COMPANY

This Company will be a member-managed company managed by one of its members, in accordance with and subject to the requirements of the Act and the operating agreement of this Company.

IN WITNESS WHEREOF, the undersigned, as an authorized representative for a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §605.0203 of the Act.

SPLIFE/LL

G. Alan Howard

Authorized Representative for Member

Dated: October 8, 2014

### CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Chapter 605, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

SPlife, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Milam Howard Nicandri Dees & Gillam, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 14 East Bay Street, Jacksonville, Florida 32202.

SPLIFE, L/LC

G. Alan Howard

Authorized Representative for Member

Dated: October 8, 2014

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, we hereby agree to accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and we are familiar with and accept the obligations of my position as registered agent.

DATED this 8th day of October, 2014.

MILAM HOWARD NICAND

DEES & GULAM, P.

G. Alan Howard, President