

SUNSHINE CORPORATE & FILING SERVICES, INC.

3458 Lakeshore Drive
Tallahassee, Florida 32312
(850) 656-4724

COVER LETTER
DATE: 8-31-15
WALK IN

ENTITY
NAME: Wakely Consulting Group LLC

PLEASE FILE THE ATTACHED AND RETURN:

☒ PLAIN COPY
☐ CERTIFIED COPY

CHECK # 180.00
AMOUNT: 1900

PLEASE CONTACT TINA AT 850-508-1891 FOR FURTHER
INFORMATION ON THIS MATTER!

THANK YOU SO MUCH!

TINA GOFF, PRESIDENT
SUNSHINE CORPORATE & FILING SERVICES, INC.

RECEIVED
2015 AUG 31 AM 3:34
TALLAHASSEE, FLORIDA

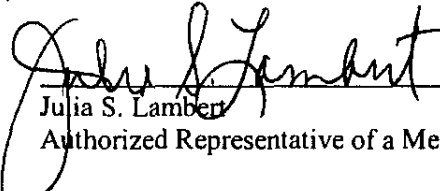
Certificate of Conversion
converting a
Florida Corporation
("Other Business Entity")
into a
Florida Limited Liability Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 SEP - 1 PM 1:00

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes and Section 607.1113, Florida Statutes.

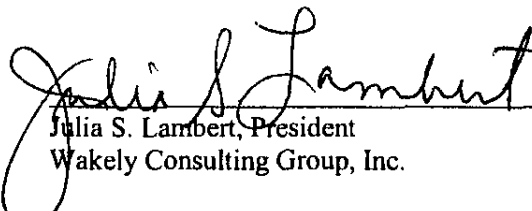
1. The name of the Florida corporation ("Other Business Entity") immediately prior to the filing of this Certificate of Conversion is: **Wakely Consulting Group, Inc. (Document No. P99000010362).**
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on February 2, 1999.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: **Wakely Consulting Group, LLC**
4. Pursuant to the terms and conditions of the conversion effectuated by this Certificate of Conversion, the shares of Wakely Consulting Group, Inc. shall be cancelled and extinguished and in exchange the shareholders of Wakely Consulting Group, Inc. shall receive and be considered to have received membership interests in Wakely Consulting Group, LLC equal in proportion to the shares they held in Wakely Consulting Group, Inc.
5. The conversion will be effective on the date of filing with the Florida Department of State of this Certificate of Conversion.
6. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.
7. The Florida Limited Liability Company has agreed to pay any shareholders of the "Other Business Entity" having appraisal rights the amounts to which they are entitled under ss. 607.1301-607.1333.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of the Florida Limited Liability Company has executed this Certificate of Conversion for the uses and purposes therein stated on this 31st day of August, 2015.



Julia S. Lambert
Authorized Representative of a Member

IN WITNESS WHEREOF, the undersigned officer of the Florida corporation, which is the Other Business Entity, has executed this Certificate of Conversion for the uses and purposes therein stated on this 31st day of August, 2015.



Julia S. Lambert, President
Wakely Consulting Group, Inc.

**ARTICLES OF ORGANIZATION
OF
WAKELY CONSULTING GROUP, LLC**

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "**Company**") shall be:

Wakely Consulting Group, LLC

ARTICLE II

Principal Office and Mailing Address

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

17757 U.S. Highway 19, North
Suite 310
Clearwater, Florida 33764

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 17757 U.S. Highway 19, North, Suite 310, Clearwater, Florida 33764, and the initial registered agent of the Company at such office shall be Julia Lambert. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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ARTICLE IV

Operating Agreement

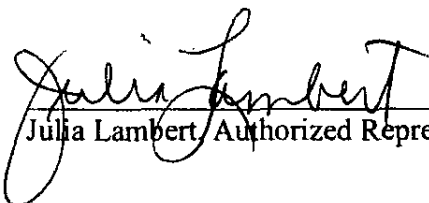
The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles of Organization or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 605.0201, Florida Statutes, has executed these Articles of Organization for the uses and purposes herein stated, this 31st day of August, 2015.


Julia Lambert, Authorized Representative

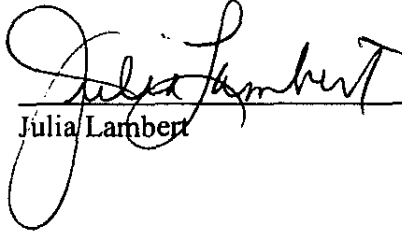
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WAKELY CONSULTING GROUP, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 31st day of August, 2015.



Julia Lambert

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DIVISION OF CORPORATIONS
15 SEP -1 PM 1:00