

L16000152276

(Requestor's Name)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** National Insurance Consulting Group, LLC  
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Steven Greenfield  
(Contact Person)  
National Insurance Consulting Group, Inc  
(Firm/Company)  
3333 West Commercial Blvd, Ste 202  
(Address)  
Fort Lauderdale, FL 33309  
(City, State and Zip Code)  
steven.greenfield@nicgrp.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Steven Greenfield at ( 561 ) 314-9913  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 15, 2016

STEVEN GREENFIELD  
3333 WEST COMMERCIAL BLVD. STE 202  
FORT LAUDERDALE, FL 33309

SUBJECT: NATIONAL INSURANCE CONSULTING GROUP LLC  
Ref. Number: W16000056515

We have received your document for NATIONAL INSURANCE CONSULTING GROUP LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

It is not required to List the Plan of Conversion.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 416A00017212

**Articles of Conversion**  
**ARTICLES OF CONVERSION**  
**FOR**  
**"OTHER BUSINESS ENTITY"**  
**INTO**  
**FLORIDA LIMITED LIABILITY COMPANY**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE-FLORIDA

*These Articles of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes:*

1. The name of the "Other Business Entity" immediately prior to the filing of this Articles of Conversion is National Insurance Consulting Group INC (the "Corporation").
2. The "Other Business Entity" is a Florida profit corporation first incorporated under the laws of the State of Florida effective 7/17/2014 (Document No. P14000060108).
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: National Insurance Consulting Group, LLC.
4. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of §605.1043, F.S., in effecting the conversion.
5. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently incorporated.
6. The conversion shall be effective upon the filing of these Articles of Conversion with the Florida Department of State.

Signed this 27<sup>th</sup> day of July, 2016.

**NATIONAL INSURANCE CONSULTING GROUP INC**

By: 

Name: Zain Hasan

Title: CEO

**NATIONAL INSURANCE CONSULTING GROUP, LLC**

By: 

Name: Zain Hasan

Title: MANAGER

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ARTICLES OF ORGANIZATION  
FOR  
NATIONAL INSURANCE CONSULTING GROUP, LLC

SECRETARY OF STATE  
TALLAHASSEE-FLORIDA

(A Florida Limited Liability Company)

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

ARTICLE 1

NAME

The name of the Limited Liability Company is National Insurance Consulting Group, LLC (the "Company").

ARTICLE 2

DURATION

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE 3

NATURE OF BUSINESS

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

ARTICLE 4


ADDRESS

The initial principal office address and mailing address of the Company is 3333 West Commercial Blvd, Suite 202, Fort Lauderdale, FL 33309.

ARTICLE 5

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company is 3333 West Commercial Blvd, Suite 202, Fort Lauderdale, FL 33309, and the name of the initial registered agent of the Company at that address is Fawzia Anwar Khan. Fawzia Anwar Khan accepts the duties and responsibilities of being the registered agent for National Insurance Consulting Group, LLC.

  
By: Fawzia Anwar Khan

## ARTICLE 6

### MEMBERSHIP CERTIFICATES

Each member's interest in the Company may be evidenced by a membership participation or unit certificate. No member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

## ARTICLE 7

### INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

#### ARTICLE 8

#### MANAGEMENT

The Company shall be manager-managed in accordance with the Company's Operating Agreement. The initial manager of the company shall be Zain S. Hasan.

#### ARTICLE 9

#### AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles this 27th day of July, 2016.



\_\_\_\_\_  
Zain Hasan . Authorized Person

*(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA