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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

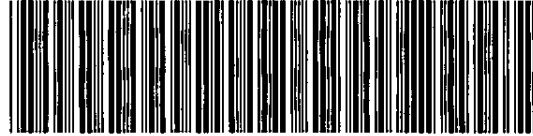
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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16 OCT -5 AM 11:39  
SECRET OF STATE  
TALLAHASSEE FLORIDA

*Arlene F. Austin, P.A.*

ATTORNEY AT LAW

6312 TRAIL BOULEVARD  
NAPLES, FL 34108-2836

PH: (239) 514-8211  
FAX: (239) 514-4618  
AFAUSTIN@ATT.NET

October 4, 2016

Via FedEx

Florida Department of State  
Division of Corporations  
2661 Executive Center Circle  
The Clifton Building  
Tallahassee, FL 32301

Re: 3D Literacy, LLC  
Document # W15000036861  
Our File No. 10705.0

Ladies:

Enclosed please find the following documents:

1. Articles of Conversion
2. Articles of Organization
3. Our check in the sum of \$155.00 consisting of \$25.00, for the filing of the Articles of Conversion and \$130.00, for filing the Articles of Organization and certificate of status.

We attempted to file this over a year ago, but our client decided to wait. Our client has become a Florida resident and wants to convert the Ohio LLC in Florida and will dissolve the LLC in Ohio once that is accomplished. Please return the certificate of status to the undersigned once it is filed. If you have any questions or need any assistance, please do not hesitate to contact me.

Very truly yours,



Arlene F. Austin

AFA:jf

Encs.

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 3D Literacy, 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:

Arlene F. Austin, Esq.  
(Contact Person)

Arlene F. Austin, P.A.  
(Firm/Company)

6312 Trail Blvd.  
(Address)

Naples, FL 34108  
(City, State and Zip Code)

afaustin@att.net  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Arlene F. Austin at ( 239 ) 514-8211  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input checked="" 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

**ARTICLES OF CONVERSION FOR**

**3D LITERACY, LLC, an Ohio LLC  
Into**


**3D LITERACY, LLC, a Florida Limited Liability Company**


FILE  
16 OCT -5 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The Articles of Conversion and 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, this certificate of conversion is submitted:

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is 3D Literacy, LLC.
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Ohio on November 29, 2010.
3. The name of the Florida limited liability Company as set forth in the attached Florida Articles of Organization is 3D Literacy, LLC.
4. The effective date shall be the date of filing.
5. The plan of conversion has been approved in accordance with all applicable statutes.

I, Kathleen J. Penn, am the sole Member and Manager of the Ohio Other Business Entity and I am the sole AMBR of 3D Literacy, LLC, a Florida limited liability company, and I am authorized to sign these Articles of Conversion on this 3<sup>rd</sup> day of October, 2016.

  
Kathleen J. Penn, AMBR  
3D Literacy, LLC, a Florida LLC

  
Kathleen J. Penn, Member Manager  
3D Literacy, LLC, an Ohio LLC

**ARTICLES OF ORGANIZATION OF  
3D LITERACY, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

16 OCT -5 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I — Name & Address**

The name of the Limited Liability Company is: 3D Literacy, LLC

The mailing address and street address of the principal office of the Limited Liability Company is:

726 Bay Tree Court  
Naples, FL 34108

**ARTICLE II — Duration:**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE III — Purpose:**

The purpose for the Limited Liability Company shall be to operate an educational software business and to engage in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**ARTICLE IV — Authorized Members:**

The Name and Address of the sole person authorized to manage and control the Limited Liability Company are:

Kathleen J. Penn  
726 Bay Tree Court  
Naples, FL 34108

**ARTICLE V — Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by consent of a majority of the members.

## ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be by consent of a majority of the members.

## ARTICLE VII — Effective Date

The term of this company shall be effective on the date of filing.

## ARTICLE VIII - Registered Agent

The name of the initial registered agent and the Florida street address of the registered agent and office shall be:


Arlene F. Austin, Esq.  
6312 Trail Blvd.  
Naples, FL 34108

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization and acknowledged them to be their free act on this 3<sup>rd</sup> day of October, 2016.

  
Kathleen J. Penn, AMBR

State of Florida  
County of Collier

On October 3, 2016, Kathleen J. Penn [XX] who is personally known to me or [ ] who produced a Florida driver's license as identification and she personally appeared before me at the time of notarization, and acknowledged signing these Articles of Organization of 3D Literacy, LLC, a Florida Limited Liability Company.

  
Notary Public: Jessica Fisher  
My Commission Expires:

(SEAL)



JESSICA FISHER  
MY COMMISSION # FF 032600  
EXPIRES: July 4, 2017  
Bonded Thru Budget Notary Services

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**


UNDER THE PROVISIONS OF F.S. 605.0113, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 3D LITERACY, LLC
2. The name and address of the registered agent and office is:

Arlene F. Austin, Esq.  
6312 Trail Blvd.  
Naples, FL 34108


16 OCT -5 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

  
\_\_\_\_\_  
Arlene F. Austin, Esq.

State of Florida  
County of Collier

On October 3, 2016, Arlene F. Austin, Esq., designated above as the individual who shall serve as the limited liability company's initial registered agent who [XX] is personally known to me and personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Organization of 3D LITERACY, LLC.

  
\_\_\_\_\_  
Notary Public

Jessica Fisher  
(Printed Or Typed Name)



JESSICA FISHER  
MY COMMISSION # FF 032600  
EXPIRES: July 4, 2017  
Bonded Thru Budget Notary Services

Commission Expiration Date & Commission Number:

(SEAL)