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TALLAHASSEE, FLORIDA

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7 December 2016

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

FILED  
16 DEC -8 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Infinity Property Solutions, LLC  
Ginger Management Group, Inc.  
Bailey Management Group, Inc.

F&R File No. 15-2797

To Whom It May Concern:


Enclosed for filing are the following:

1. Articles of Conversion with Articles of Organization for Infinity Property Solutions, LLC
2. Certificate of Domestication with Articles of Incorporation for Ginger Management Group, Inc.
3. Certificate of Domestication with Articles of Incorporation for Bailey Management Group, Inc.

Also enclosed is our check in the amount of \$407.53 representing the filing fees for the Conversion (\$25 plus \$125) and the filing fees for the two Domestications (\$50 plus \$78.75 each, which is \$128.75 times two).

Thank you for your attention to this matter.

Sincerely,

  
Marc H. Feldman

**Articles of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

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16 DEC -8 PM 2:14  
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 s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:  
Infinity Property Solutions, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company.  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Nevada  
on 25 August 2014  
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
Infinity Property Solutions, LLC  
(Enter Name of Florida Limited Liability Company)


4. If not effective on the date of filing, enter the effective date: JAN - 1 2017.  
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.


5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 21st day of July 2016.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative:   
Printed Name: Jon Avery Title: Authorized Representative

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]**

Signature:   
Printed Name: Jon Avery Title: Manager

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

## **ARTICLES OF ORGANIZATION** *of* **INFINITY PROPERTY SOLUTIONS, LLC**

These Articles of Organization are adopted for the purpose of forming a limited liability company under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

### **ARTICLE ONE: NAME**

The name of the Company is Infinity Property Solutions, LLC.

### **ARTICLE TWO: PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Company shall be located at 3908 26th St W, Bradenton, FL 34205, and its mailing address shall be 11005 77th St E, Parrish, FL 34219, until and unless such principal office location or mailing address is subsequently changed by the Company. The Company may also establish and maintain any other locations or mailing addresses as is determined by the Company to be appropriate.

### **ARTICLE THREE: COMMENCEMENT AND DURATION**

The Company shall commence its existence on 1 January 2017 and it shall exist perpetually thereafter until and unless terminated in accordance with its Operating Agreement or otherwise dissolved according to law.

### **ARTICLE FOUR: OPERATING AGREEMENT**

The Company shall adopt an Operating Agreement by affirmative unanimous vote or consent of all the Members of the Company, which may thereafter be amended or repealed only in accordance with the terms thereof. The Operating Agreement must be in writing and shall be signed by all Members, establishing their consent thereto.

### **ARTICLE FIVE: MEMBERSHIP**

The initial Members of the Company are those one or more persons or entities joining in execution of the Operating Agreement, each such Member having the percentage, proportion, or fractional part specified therein, referred to as a Membership Interest. The initial Members authorize the undersigned signatory of these Articles of Organization to submit the same for filing with the Florida Department of State, as their authorized representative.

Additional Members shall be admitted to the Company only in accordance with the Operating Agreement. No Membership Interest may be transferred and no additional Members shall be admitted to the Company except as specifically set forth in the Operating Agreement and in strict compliance therewith.

#### ARTICLE SIX: MANAGEMENT

The Company shall be a manager-managed Company and it shall be managed by one or more Managers appointed by the Members in accordance with the Operating Agreement.

Until and unless changed by the Members in accordance with the Operating Agreement, the Company shall have two initial Managers and those Managers are is Jon Avery, whose address is 1508 60th St E, Bradenton, FL 34208, and Seth Holl, whose address is 11005 77th St E, Parrish, FL 34219. Either one or both of the initial Managers may be removed and other or additional Managers appointed by the Members in accordance with the Operating Agreement; provided, however, that the Company shall always have at least one Manager.

If the Company at any time has more than one Manager, then any one Manager shall have full and complete authority to act for and bind the Company without requiring notice to or joinder by or consent of any other Manager. Any one Manager may pursue any legal actions and may execute and deliver any instruments or documents in the name and behalf of the Company on any one or more occasions; no other signature or further action shall be required for any such instrument or document to be valid, binding and enforceable against the Company in accordance with its terms.

#### ARTICLE SEVEN: REGISTERED OFFICE AND AGENT

The Registered Office of the Company is at 3908 26th St W, Bradenton, FL 34205, and the Registered Agent at that address is Agency Agents, LLC, a Florida limited liability company. The Company may subsequently change either or both the Registered Office and Registered Agent from time-to-time hereafter.

#### ARTICLE EIGHT: AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only upon the affirmative unanimous vote or consent thereto of all the Members.

*In Witness Whereof*, these Articles of Organization are executed on 21 July 2016 by Jon Avery and Seth Holl, as authorized representatives for the initial Member or Members of the Company.

  
Jon Avery

  
Seth Holl

**ACCEPTANCE OF APPOINTMENT**  
*as*  
**REGISTERED AGENT**

FILED  
16 DEC -8 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Agency Agents, LLC, a Florida limited liability company, hereby accepts its appointment as Registered Agent for Infinity Property Solutions, LLC, a Florida limited liability company, and will maintain the Registered Office of the Company in Manatee County, Florida, at 3908 26th St W, Bradenton, FL 34205.

Agency Agents, LLC, is familiar with and accepts the obligations imposed upon it as Registered Agent under Florida law.

Dated: 21 July 2016.



Agency Agents, LLC,  
a Florida limited liability company,

by:

Marc H. Feldman, Manager