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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

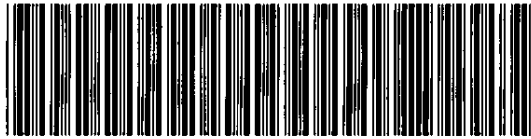
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 27 2016
T SCHROEDER



1744 N. Belcher Rd., Suite 150
Clearwater, FL 33765
Telephone: (727) 726-1514
Facsimile: (727) 726-9044
Email: rick@cooksadorf.com

December 22, 2016

**VIA FEDERAL EXPRESS
OVERNIGHT DELIVERY**

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

Re: RUN, LLC

Ladies and Gentlemen:

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert RUN, LIMITED PARTNERSHIP, a Nevada limited partnership, into RUN, LLC, a Florida Limited Liability Company, to be effective **12:01 a.m. January 1, 2017** in accordance with Florida Statutes Section 605.1045.

Please return all correspondence concerning this matter to:

Rick W. Sadorf, Esq.
Cook Sadorf Law
1744 N. Belcher Rd., Suite 150
Clearwater, FL 33765

For further information concerning this matter, please call Rick W. Sadorf, Esq., at (727) 726-1514. Enclosed is a check in the amount of \$150.00 (\$25.00 for conversion and \$125.00 for filing the enclosed Articles of Organization).

Sincerely,

A handwritten signature in black ink that reads "Rick W. Sadorf" with a stylized flourish at the end.
Rick W. Sadorf

RWS/sly
Enclosures
cc: Mark Blanton

ARTICLES OF CONVERSION
Of
RUN, LIMITED PARTNERSHIP, a Nevada Limited Partnership
Into
RUN, LLC, a Florida Limited Liability Company

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 Florida Statute §605.1045.

1. The name of the "Other Business Entity" immediately prior to filing these Articles of Conversion is **RUN, LIMITED PARTNERSHIP**, a limited partnership, first organized under the law of the State of Nevada on April 17, 2000.

2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **RUN, LLC**.

3. The effective date of the conversion shall be 12:01 a.m. January 1, 2017.

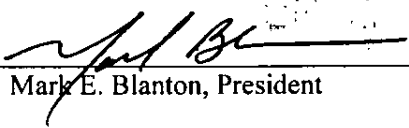
4. The Plan of Conversion has been approved in accordance with the applicable statutes of both the State of Nevada and the State of Florida.

5. The forwarding address where copies of process related to **RUN, LIMITED PARTNERSHIP**, the Nevada limited partnership being converted, may be sent by the Secretary of State of Florida after conversion is 8108 Old Hixon Road, Suite 110, Tampa, Florida 33626.

The undersigned authorized persons, affirming the facts stated in this document are true, executed these Articles of Conversion this 16th day of December, 2016


RUN, LLC, a Florida limited liability company

By: ALLIANCE FINANCIAL CORPORATION, its Manager


By: Mark E. Blanton, President

RUN, LIMITED PARTNERSHIP, a Nevada limited partnership

By: ALLIANCE FINANCIAL CORPORATION, a Nevada corporation, its General Partner


By: Mark E. Blanton, President

**ARTICLES OF ORGANIZATION
OF
RUN, LLC**

The undersigned, desiring to form a limited liability company under the provisions of the Florida Limited Liability Company Act, Florida Statutes Chapter 605, (hereinafter the "Act") hereby sets forth the following:

**ARTICLE I
NAME**

The name of the Limited Liability Company is **RUN, LLC**, (hereinafter referred to as the "Limited Liability Company").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Limited Liability Company shall be 8108 Old Hixon Rd., Suite 110, Tampa, Florida 33626.

**ARTICLE III
EFFECTIVE DATE**

The effective date of this filing shall be 12:01 a.m., January 1, 2017.

**ARTICLE IV
PURPOSE**

The purpose of the Limited Liability Company shall be to conduct business for lawful purpose.

**ARTICLE V
MANAGEMENT**

The Limited Liability Company shall be managed by a Manager or Managers, as further provided in the Limited Liability Company's Operating Agreement.

**ARTICLE VI
MANAGER**

The name and address of the initial person authorized to manage and control the Limited Liability Company is:

ALLIANCE FINANCIAL CORPORATION
8108 Old Hixon Road, Suite 110
Tampa, FL 33626

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ARTICLE VII
REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Limited Liability Company is:

Rick W. Sadorf of Cook Sadorf Law
1744 N. Belcher Rd., Suite 150
Clearwater, Florida 33765.

ARTICLE VIII
AMENDMENTS

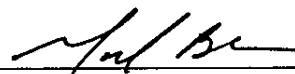
Any amendments to these Articles of Organization shall require approval of a majority of the Members.

ARTICLE IX
WRITTEN OPERATING AGREEMENT

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Dated the 16th day of December, 2016.

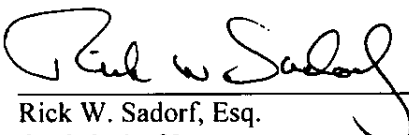
ALLIANCE FINANCIAL CORPORATION, its
Manager


By: Mark E. Blanton, President

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
OF
RUN, LLC

Having been named as Registered Agent and to accept service of process for the above state limited liability company at the place designated in this certificate, I hereby 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 as provided for in Florida Statutes Chapter 605.


Rick W. Sadorf, Esq.
Cook Sadorf Law
1744 N. Belcher Rd., Suite 150
Clearwater, FL 33765