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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

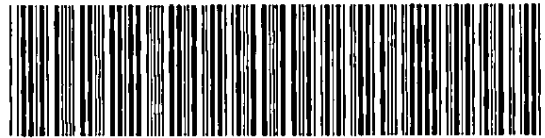
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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CLERK
STATE OF FLORIDA

AUG 28 2017
T SCHROEDER

COVER LETTER

TO: Registration Section Division of Corporations

SUBJECT: Yooper Publications, LLC

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

Please return all correspondence concerning this matter to:

Sara Castro, Esq.

Farr, Farr, Emerich, Hackett, Carr & Holmes, P.A.

99 Nesbit Street

Punta Gorda, FL 33950

scaastro@farr.com/akibler@farr.com

For further information concerning this matter, please call:

Sara Castro, Esq. at (941) 639-1158

Enclosed is a check for the following amount:

\$150.00 Filing Fees

(\$25.00 Conversion & \$125

for Articles of Organization)

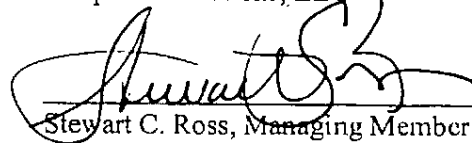
**Articles of Conversion
For
Tennessee Limited Liability Company
Into
Florida Limited Liability Company**

The Articles of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity," a Tennessee Limited Liability Company, into a Florida limited liability company in accordance with §605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is **Yooper Publications, LLC**.
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Tennessee on September 4, 2012.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is **Yooper Publications, LLC**.
4. The conversion shall be effective on the date of filing.
5. The plan of conversion has been approved in accordance with all applicable statutes.
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061—605.1072, F.S. There are no members exercising appraisal rights.
7. The plan of conversion has been approved in accordance with §605.1041-605.1046.

Signed this 17 day of August, 2017.

Yooper Publications, LLC

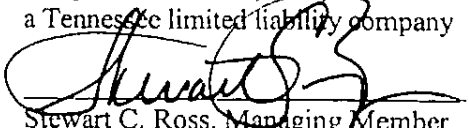

Stewart C. Ross, Managing Member

FILED
17 AUG 25 AM 9:54
CLERK OF CIRCUIT COURT
JANICE L. JORDA

ARTICLES OF CONVERSION
YOOPER PUBLICATIONS, LLC

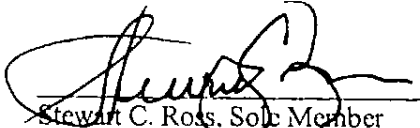
Yooper Publications, LLC, a Tennessee limited liability company (the "Company"), and its members, hereby establish this Plan of Conversion for the purpose of converting the other business entity to a Florida limited liability company as follows:

1. The name and form of the organization before conversion is Yooper Publications, LLC, a Tennessee limited liability company.
2. The name and form of the organization after conversion shall be Yooper Publications, LLC, a Florida limited liability company.
3. The membership interests in the Company shall remain unchanged.
4. The organizational documents of the converted organization, the Articles of Organization for Yooper Publications, LLC, a Florida limited liability company, are attached hereto.

Yooper Publications, LLC
a Tennessee limited liability company

Stewart C. Ross, Managing Member

CONSENT OF MEMBERS

The undersigned, constituting all of the members of Yooper Publications, LLC, hereby consent to the adoption of the Plan of Conversion as set forth above, and direct the managing members of the Company to take all actions necessary to effectuate the conversion called for above.


Stewart C. Ross, Sole Member

7/11/20
17 AUG 25 AM 9:54
NOTARIAL PUBLIC
FLORIDA

**WRITTEN STATEMENT IN LIEU OF
MEETING OF MEMBERS
OF
YOOPER PUBLICATIONS, LLC**

THE UNDERSIGNED, being the sole member of **Yooper Publications, LLC**, a Tennessee limited liability company (the "Company"), hereby consent to and adopt the following resolutions, taking said action in lieu of a meeting :

RESOLVED, the Company shall be converted from its state of organization of Tennessee to the State of Florida, and conversion of the Company shall be effected pursuant to the Plan of Conversion and Articles of Conversion attached hereto as Composite Exhibit "A," the form and substance of which is hereby approved.

RESOLVED, Stewart C. Ross, as the managing member of the Company, is authorized to sign such documents on behalf of the Company and to take such actions as necessary or reasonable in order to effect conversion of the Company.

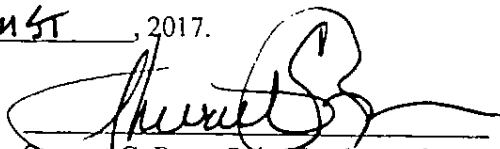
RESOLVED, in furtherance of conversion of the Company, the Articles of Organization attached hereto as Exhibit "B" shall be and are hereby approved and adopted.

RESOLVED, the name of the Company shall be Yooper Publications, a Florida limited liability company.

RESOLVED, that all the lawful actions on behalf of the Company taken by the Members and Managers of the Company since the date of organization of this Company and prior to the date hereof are hereby ratified, approved, and affirmed.

IN WITNESS WHEREOF, the undersigned hereby execute this written consent and adoption effective as of the date hereof.

DATED as of the 14 day of August, 2017.



Stewart C. Ross, Sole Member and Manager

Dated: 8-14-17

17 AUG 25 AM 9:54
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I — Name:

The name of the Limited Liability Company is:

Yooper Publications, LLC

ARTICLE II — Address:

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

Mailing Address: c/o Sara Castro, Esq.
Farr, Farr, Emerich, Hackett, Carr and Holmes, P.A.
99 Nesbit Street
Punta Gorda, Florida 33950

Street Address: 99 Nesbit Street
Punta Gorda, FL 33950

ARTICLE III — Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Sara Castro, Esq.
99 Nesbit Street
Punta Gorda, Florida 33950

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 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 Chapter 605, F.S.


Sara Castro, Registered Agent

ARTICLE IV – Management

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company with the initial managers being:

Stewart C. Ross	Sandra L. Ross
1133 Bal Harbor Blvd. #1139	1133 Bal Harbor Blvd. #1139
PMB #137	PMB #137
Punta Gorda, FL 33950	Punta Gorda, FL 33950

The initial manager shall serve until his resignation or removal in accordance with the terms of Operating Agreement of the Company.


Sara Castro, Esq., Authorized Representative of a Member

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)