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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 20 2018

T SCHROEDER

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SMERLING FINANCIAL 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:

ELLEN GILMORE, PARTNER

(Contact Person)

GREENSPOON MARDER LLP

(Firm/Company)

200 East Broward Blvd., Suite 1800

(Address)

FORT LAUDERDALE, FL 33301

(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

ELLEN GILMORE, PARTNER

(Name of Contact Person)

at (954)

(Area Code)

491-1120

(Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

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: SMERLING FINANCIAL GROUP, INC. 530969

(Enter Name of Other Business Entity)

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

First organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)


on FEBRUARY 11, 1991
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: SMERLING FINANCIAL GROUP, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)
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.

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.

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Signed this 15th day of JUNE 2018.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: ELLIOTT S. SMERLING Title: MANAGER

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

Signature: [Signature]
Printed Name: ELLIOTT S. SMERLING Title: DIRECTOR

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)

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**ARTICLES OF ORGANIZATION
OF
SMERLING FINANCIAL GROUP, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is Smerling Financial Group, LLC.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall exist perpetually, unless sooner dissolved in accordance with the Operating Agreement of the Limited Liability Company or Florida law.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 4095 State Road 7, Suite L-306, Wellington, Florida 33449.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Greenspoon Marder LLP, 200 East Broward Blvd., Suite 1800, Fort Lauderdale, Florida 33301.

ARTICLE V - Management:


The Limited Liability Company is to be managed by the manager and the name and address of the initial manager who is to serve as manager is:

Elliot S. Smerling
4095 State Road 7, Suite L-306
Wellington, Florida 33449

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The manager of this Limited Liability Company: (i) may be replaced by the members, and (ii) shall be elected by the members, as provided for in the Operating Agreement of this Limited Liability Company.

Whereof, the undersigned has executed these Articles the 15th day of June, 2018.


Ellen Gilmore, Esq.
Authorized Representative of Member

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

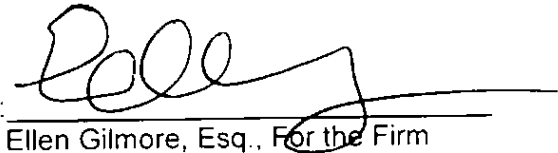
1. The name of the Limited Liability Company is:

Smerling Financial Group, LLC

2. The name and address of the registered agent and office is:

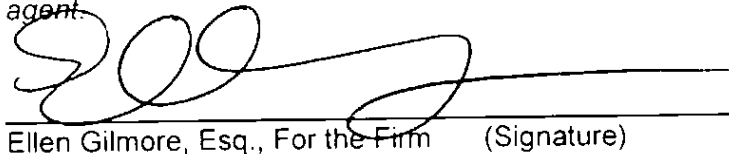
Greenspoon Marder LLP (the "Firm")
200 East Broward Blvd., Suite 1800
Fort Lauderdale, Florida 33301

By:


Ellen Gilmore, Esq., For the Firm

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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, the Firm hereby accepts the appointment as registered agent and agrees to act in this capacity. The Firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the Firm is familiar with and accepts the obligations of its position as registered agent.


Ellen Gilmore, Esq., For the Firm (Signature)

June 15, 2018
(Date)