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Daniel D. Peck
J.D., Member Fl. Bar
Meredith A. Peck
J.D., Member Fl. Bar

# Peck & Peck, P.A.

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December 10, 2018

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: LAC Consulting, LLC

To Whom It May Concern:

Enclosed please find Articles of Conversion along with Articles of Organization for LAC Consulting, LLC for filing as a Florida limited liability company, along with our check in the amount of \$155.00, which represents the filing fee and payment for a certificate of status.

After filing, please return the certificate of status to our office in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Sincerely,

Meredith A. Peck

Enclosure



### ARTICLES OF CONVERSION

For

# LAC CONSULTING, LLC, a Massachusetts Limited Liability Company

### LAC CONSULTING, LLC, a Florida Limited Liability Company

These Articles of Conversion and the attached Articles of Organization are submitted to convert the following foreign limited liability company into a Florida limited liability company in accordance with section 605.1045, Florida statutes.

- 1. The name of the foreign limited liability company immediately prior to the filing of the Articles of Conversion is LAC Consulting, LLC, a Massachusetts limited liability company.
- 2. LAC Consulting. LLC is a limited liability company first organized under the laws of the state of Massachusetts on November 13, 2006.
- 3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is LAC Consulting, LLC.
  - 4. The effective date is the date of filing with the Florida Department of State.
- 5. The plan of conversion has been approved in accordance with all applicable statutes.
- 6. The converted business entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under sections 605.1006 and 605.1061-605.1072, Florida statutes.

Signed this  $5^{+7}$  day of December, 2018.

LAC Consulting, LLC, a Massachusetts limited liability company

: Lynn Carlmark, sole Manager

## ARTICLES OF ORGANIZATION OF

### LAC Consulting, LLC

- 1. <u>Name.</u> The name of this limited liability company is LAC Consulting, LLC, a Florida limited liability company (the "Company").
- 2. <u>Duration</u>. The Company shall have perpetual existence commencing on the filing of the Articles of Organization with the State of Florida and continues even though a membership of a member is terminated.
- 3. <u>Purpose</u>. The Company is organized for the purpose of providing business consulting, management, acquisition and conveyance, improvement and development; corporate, proprietary and business ownership and investment advice, and transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
- 4. <u>Principal Office.</u> The mailing and street address of the Company's principal office is 809 Regency Reserve Circle, #4102, Naples, Florida 34119.
- 5. Registered Agent and Office. The name of the initial registered agent of the Company is Daniel D. Peck, Esquire. The street address of the initial registered agent of the Company is 5200 Tamiami Trail North, Suite 101, Naples, Florida 34103.
- 6. <u>Additional Members</u>. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
- 7. <u>Management of the Company</u>. The name and address of the only person authorized to manage and control the limited liability company follows. The Company shall be managed by one manager. The manager is:

Lynn Carlmark 809 Regency Reserve Circle, #4102 Naples, Florida 34119

8. <u>Members of the Company</u>. The name and address of the sole member is:

Lynn Carlmark 809 Regency Reserve Circle, #4102 Naples, Florida 34119

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- 9. <u>Voting</u>. The Company is authorized to issue membership interests with voting rights and membership interests without voting rights.
- 10. <u>Certificated Interests</u>. The member's interest in the Company may but need not be evidenced by certificates.

11. <u>Member's Rights</u>. Pursuant to section 605.04074(2) of the Florida statutes, no member of the company other than the manager shall be an agent of the company solely by virtue of being a member, and no member other than the manager shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member. Any Operating Agreement of the company as defined in section 605.0105 of the Florida statutes must be in writing and signed by the initial members, and the Operating Agreement of LAC Consulting, LLC, a Massachusetts limited liability company is adopted as the Operating Agreement of this company.

The undersigned Manager and Member freely executed these Articles of Organization the day of December, 2018, affirming under penalties of perjury that the facts herein are true.

Lynn-Carlmark, Sole Member and Manager

### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the withinnamed Company, at the place designated herein, and being familiar with the obligations of that position. I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Daniel D. Peck, Registered Agent

Dated: December 5, 2018

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