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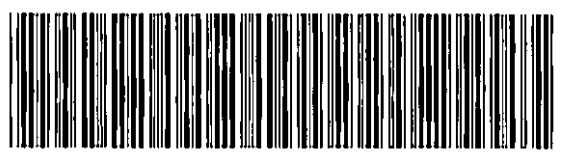
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**CONVERSION**

**MORGENSTERN & HERD, P.A.**

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**ECIAL  
STRUCTIONS:**

ARTICLES OF CONVERSION  
OF  
MORGENSTERN & HERD, P.A.  
INTO  
MORGENSTERN & HERD, PLLC

POO-32135

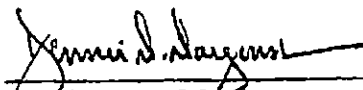
These Articles of Conversion are submitted to convert the following Florida professional association into a Florida professional limited liability company in accordance with §605.1041 and §607.1113, Florida Statutes.

1. The other entity, Morgenstern & Herd, P.A., formerly known as Dennis M. Morgenstern, P.A., filed Articles of Incorporation with the Florida Department of State on March 29, 2000 as Document No. P00000032135.
2. The name of the other entity immediately prior to the filing of these Articles of Conversion is Morgenstern & Herd, P.A.
3. The name of the Florida limited liability company into which the other entity converted is Morgenstern & Herd, PLLC which is located at 2002 N. Lois Avenue, Suite 150, Tampa, Florida 33607-2366.
4. The conversion is to be effective as of January 1, 2019.
5. The Plan of Conversion was approved by unanimous Written Action of the Board of Directors and Shareholders on December 19<sup>th</sup>, 2018, which vote was sufficient for approval.

Signed this 19<sup>th</sup> day of December, 2018.

MORGENSTERN & HERD, P.A.

MORGENSTERN & HERD, PLLC



Dennis M. Morgenstern, Vice-President,  
Secretary



Elizabeth T. Herd, President & Member

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**ARTICLES OF ORGANIZATION  
OF  
MORGENSTERN & HERD, PLLC**

The undersigned hereby certify that she is the authorized representative of the Professional Limited Liability Company named in these Articles of Organization, which is being formed under Florida Statutes Chapters 605 and 621. The following Articles of Organization are hereby adopted.

**ARTICLE I  
NAME**

The name of the Professional Limited Liability Company shall be MORGENSTERN & HERD, PLLC.

**ARTICLE II  
DURATION; ORGANIZATIONAL DATE**

This Professional Limited Liability Company shall exist perpetually. Pursuant to the Articles of Conversion filed together with these Articles of Organization, this Professional Limited Liability Company shall have an organizational date deemed effective March 29, 2000.

**ARTICLE III  
ADDRESS; PRINCIPAL OFFICE**

The street address of the principal office and the mailing address of the Limited Liability Company shall be 2002 N. Lois Avenue, Suite 150, Tampa, Florida 33607.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Professional Limited Liability Company is 8575 Hawks Corner, Palm Harbor, FL 34685, and the name of the registered agent is Elizabeth T. Herd.

**ARTICLE V  
PURPOSE**

This Professional Limited Liability Company is formed under the provisions of the Florida Professional Services Corporation and Limited Liability Company Act, Florida Statutes ch. 621, and may engage in any lawful activity or business of a licensed attorney permitted under the laws of the United States of America and of this State.

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ARTICLE VI  
MANAGEMENT

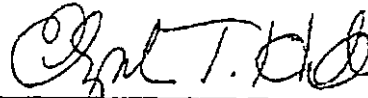
The Professional Limited Liability Company shall be managed by one or more managers and is, therefore, a manager-managed Professional Limited Liability Company. The authority and duties of the Managers shall be as set forth in the Operating Agreement of the Professional Limited Liability Company. The name and address of the initial Manager is as follows:

Elizabeth T. Herd

5875 Hawks Corner  
Palm Harbor, Florida 34685

The undersigned, being the sole Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of Morgenstern & Herd, PLLC

Executed by the undersigned Authorized Representative on December 19<sup>th</sup>, 2018.

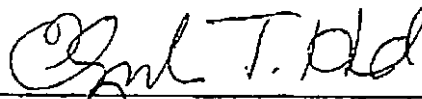


Elizabeth T. Herd

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT  
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 605.0113, Florida Statutes, I agree to act in the capacity of Registered Agent for Morgenstern & Herd, PLLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 605.0113, Florida Statutes.

DATED this 19<sup>th</sup> day of December, 2018.



Elizabeth T. Herd

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