

L190000013929

(Requestor's Name)

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2019 JAN 16 PM 3:08
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 15, 2019

HARPER KYNES GELLER & GREENLEAF, P.A.
1253 PARK STREET, STE 200
CLEARWATER, FL 33756

SUBJECT: SCHROEDER MEASUREMENT TECHNOLOGIES, LLC
Ref. Number: W19000005096

We have received your document for SCHROEDER MEASUREMENT TECHNOLOGIES, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Keyna E Page
Regulatory Specialist II

Letter Number: 719A00001104

**HARPER, KYNES, GELLER
& GREENLEAF, P.A.**

ATTORNEYS AT LAW

JACK J. GELLER * *
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C. ALLEN KYNES, JR
J. COREY SILVERMAN

Of Counsel:
DENNIS R. PEMBERTON

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PRACTICE IN NEW YORK

* * * ALSO ADMITTED TO
PRACTICE IN CALIFORNIA

File No. 8045/20484

January 8, 2019

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

Re: Certificate of Conversion; Articles of Organization

Dear Sir or Madam:

Enclosed for filing are the following:

- (a) Articles of Conversion to convert Schroeder Measurement Technologies, Inc.,
to Schroeder Measurement Technologies, LLC; and
- (b) Articles of Organization of Schroeder Measurement Technologies, LLC.

Please also find enclosed a check in the total amount of One Hundred Sixty and No/100 (\$160.00) representing Thirty-Five and No/100 Dollars (\$35.00) for the Articles of Conversion and One Hundred Twenty-Five and No/100 Dollars (\$125.00) for the Articles of Organization.

Please return correspondence concerning the enclosed documents only to our firm address or call us at (727) 498-5207. Otherwise, for all future mailings, correspondences, and reminders, please use the following information:

Lee L. Schroeder
25400 U.S. Highway 19 N., Suite 285
E-Mail: lschroeder@smttest.com
Phone: (727) 421-8338

**HARPER, KYNES, GELLER
& GREENLEAF, P.A.**

ATTORNEYS AT LAW

Florida Secretary of State
January 8, 2019
Page 2

Thank you for your assistance.

Sincerely,

HARPER, KYNES, GELLER
& GREENLEAF, P.A.

J. COREY SILVERMAN

Encl.

ARTICLES OF CONVERSION
("Other Business Entity" into a Florida Limited Liability Company)

These Articles of Conversion and attached Articles of Organization are being submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Florida Statutes §605.1045.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is:

SCHROEDER MEASUREMENT TECHNOLOGIES, INC.

2. The "Other Business Entity" is a Florida for profit corporation, first organized and formed under the laws of the State of Florida on December 15, 1995, and which was assigned Document Number P95000095687.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

SCHROEDER MEASUREMENT TECHNOLOGIES, LLC

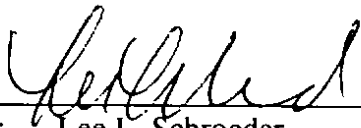
4. The effective date for the conversion shall be the date these Articles of Conversion are filed with the Florida Secretary of State.

5. A plan of conversion was approved in accordance with all applicable laws.

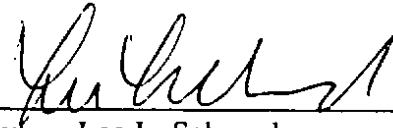
6. The converted entity has agreed to pay to the members of any limited liability company with appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061 – 605.1072 of the Florida Statutes.

SIGNED this 8th day of January, 2019

SCHROEDER MEASUREMENT
TECHNOLOGIES, INC.


By: Lee L. Schroeder
Its: President

SCHROEDER MEASUREMENT
TECHNOLOGIES, LLC


By: Lee L. Schroeder
Its: Authorized Representative

[Remainder of page left intentionally blank
[Articles of Organization appear on the following pages]

19 JAN -9 PM 3:08
JAN 9 2019
JAN 9 2019

ARTICLES OF ORGANIZATION
OF
SCHROEDER MEASUREMENT TECHNOLOGIES, LLC

The undersigned authorized representative does hereby subscribe to, acknowledge, and file the following Articles of Organization for the purpose of creating a limited liability company (the "Limited Liability Company") under the laws of the State of Florida.

ARTICLE I

Name

The name of the Limited Liability Company shall be SCHROEDER MEASUREMENT TECHNOLOGIES, LLC.

ARTICLE II

Principal Office and Mailing Address
of the Limited Liability Company

The principal and mailing address of the Limited Liability Company shall be 25400 U.S. Highway 19 N., Suite 285, Clearwater, Florida 33763, with the privilege of having its offices (and branch offices) at other places within or without the State of Florida.

ARTICLE III

Initial Registered Agent and Office

The initial registered office of the Limited Liability Company is 25400 U.S. Highway 19 N., Suite 285, Clearwater, Florida 33763. The initial registered agent at that address is LEE L. SCHROEDER.

ARTICLE IV

Management

The Limited Liability Company shall be managed by one (1) or more managers and is, therefore, a manager-managed company.

ARTICLE V


Managers

The name and address of each Manager of the Limited Liability Company are:

Lee L. Schroeder
25400 U.S. Highway 19 N., Suite 285
Clearwater, Florida 33763

19 JAN -9 PM 3:08
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CLERK OF COURT

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 8th day of January, 2019, and in accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.




Lee L. Schroeder,
Authorized Representative

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

Pursuant to the provision of Section 605.0113 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered agent and registered office in the State of Florida.

1. The name of the Limited Liability Company is: SCHROEDER MEASUREMENT TECHNOLOGIES, LLC.
2. The name and street address of the registered agent and office is LEE L. SCHROEDER, 25400 U.S. Highway 19 N., Suite 285, Clearwater, Florida 33763.

SCHROEDER MEASUREMENT
TECHNOLOGIES, LLC



By: Lee L. Schroeder,
Authorized Representative

The undersigned, having been named as registered agent for the above-named Limited Liability Company to accept service of process for the above-stated Limited Liability Company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with, and accepts the obligations of its position as registered agent for SCHROEDER MEASUREMENT TECHNOLOGIES, LLC as provided for in Chapter 605 of the Florida Statutes.

1/8/19

Date



By: Lee L. Schroeder

"Registered Agent"