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W19-5200

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: CAPITOL SERVICES OF FLORIDA, 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:

Patricia Payne, Esq.

(Contact Person)

Payne & Associates

(Firm/Company)

2101 L Street, NW - Suite #400

(Address)

Washington, DC 20037

(City, State and Zip Code)

employmentpayne@aol.com

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

For further information concerning this matter, please call:

Patricia Payne at (202) 835-1610
(Name of Contact Person) (Area Code) (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

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 TALLAHASSEE, FLORIDA

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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:
CAPITOL SERVICES OF FLORIDA, INC.
(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 State of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on October 10, 2012
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
CAPITOL SERVICES OF FLORIDA, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: Date of Filing
(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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TALLAHASSEE, FLORIDA

Signed this 3rd day of January 2019

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: X David Hainline
Printed Name: David Hainline Title: Managing Member

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

Signature: X David Hainline
Printed Name: David Hainline Title: President

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
FOR
CAPITOL SERVICES OF FLORIDA, LLC**

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a limited liability corporation under Chapter 605, Florida Statutes, adopts the following Articles of Organization for such limited liability company:

- FIRST: The name of this limited liability company shall be CAPITOL SERVICES OF FLORIDA, LLC (the "Limited Liability Company" or "LLC").
- SECOND: The effective date of these Articles of Organization is January 3, 2019.
- THIRD: The period of duration of the Limited Liability Company shall be perpetual.
- FOURTH: The purposes for which the Limited Liability Company is organized are as follows:
- (a) Provision of event planning and destination management services for business organizations and non-profits;
 - (b) To purchase, acquire, hold, own, improve, develop, sell, convey, assign, release, mortgage, encumber, use, lease, hire, manage, deal in and otherwise dispose of real property and personal property of every name and nature or any interest therein, improved or otherwise, including stocks and securities of other corporations; to loan money; to take securities for the payment of all sums due the Limited Liability Company; to sell, assign and release such securities;
 - (c) To manufacture any personal property; to equip, furnish, improve, develop and manage any property; real or personal; to invest, trade and deal in any personal property; to encumber or dispose of any personal property at any time held or owned by the Limited Liability Company;
 - (d) To import, export, manufacture, produce, buy, sell and otherwise deal in and with, food, goods, wares and merchandise of every kind, class and description;

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- (e) To acquire all or any part of the good will, rights, property, business and interests of any individual, association, partnership, joint venture, corporation or other legal entity; to engage in, operate, hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property, business and interests so acquired; to assume in connection therewith any liabilities of any such individual, association, partnership, joint venture, corporation or other legal entity;
- (f) To acquire, by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of the otherwise deal in and with any shares of stock or other shares, voting trust certificates, bonds, debentures, notes, mortgages or other obligations, securities or evidences of indebtedness, and any certificates, receipts, warrants or other instruments evidencing rights options to receive, purchase or subscribe for same or representing any other rights or interests therein or in any property or assets, issued or created by any individual, association, partnership, joint venture, corporation, government (or subdivision or agency thereof) or other legal entity, wherever organized and wherever doing business; to possess and exercise in respect thereof any and all of the rights, powers and privileges of individual holders including, without limitation, the right to vote any shares of stock so held or owned and, upon a distribution of the assets or a division of the profits of such investment, to distribute the same among the members of the Limited Liability Company;
- (g) To erect dwellings, apartment houses, commercial buildings and other buildings, private or public of all kinds, and to sell and rent same; to contract, enlarge, repair, grade, pave, dedicate, remodel or otherwise engage in any work upon buildings of every nature, roads, avenues, highways, paths, walks, parks, playgrounds and sidewalks; to engage in iron, steel, wood, brick, concrete, stone, cement, masonry, glass and earth construction; to execute contracts or to receive assignments of contracts therefore or relating thereto; to manufacture and furnish the building materials and supplies connected therewith;

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- (h) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas and the like; to use, exercise, develop and grant licenses in respect of, sell and otherwise turn to account the same;
- (i) To purchase (or otherwise acquire), hold, sell, retire, reissue or otherwise dispose of any membership or related interests in the Limited Liability Company of any class and in any manner now or hereafter authorized or permitted by law, and to pay therefore, with cash or other property;
- (j) To borrow or raise money and to issue bonds, debentures, notes or other obligations of any nature (and in any manner permitted by law) including obligations convertible into interests in the Limited Liability Company, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by mortgage upon, pledge, conveyance or assignment in trust of, the whole or any part of the property of the Limited Liability Company, real or personal, including contract rights, whether at the time owned or thereafter acquired; to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the Limited Liability Company;
- (k) To aid, by loan, subsidy, guaranty or in any lawful manner whatsoever, any individual, association, partnership, joint venture, corporation or other legal entity whose stocks, bonds, notes, debentures or other obligations, securities or evidence of indebtedness are in any manner directly or indirectly held or guaranteed by the Limited Liability Company, or by any corporation in which the Limited Liability Company may have an interest directly or indirectly as stockholder, creditor, guarantor or otherwise, or whose shares or securities are owned by the Limited Liability Company; to do any and all lawful acts and things designed to protect, preserve, improve or enhance the value of any stocks, bonds, notes, debentures or other obligations, securities or evidences of indebtedness of any individual, association, partnership, joint venture, corporation or other legal entity in which the Limited Liability Company has an interest directly or indirectly as a stockholder, creditor,

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guarantor or otherwise, or whose shares or securities are owned by the Company, or to lend money with or without collateral security:

- (l) To guarantee the payment of dividends upon any shares of stock of any other association or corporation; to guarantee the performance of any contract by any individual, association, partnership, joint venture, corporation or other legal entity; to endorse or otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such individual, association, partnership, joint venture, corporation or other legal entity, it not being necessary that any such guaranty or endorsement shall be intended to result in any benefit to the Limited Liability Company;
- (m) To carry out all or any part of the purposes set forth herein as principal, broker, factor, agent, contractor or otherwise, either alone, through or in conjunction with any individual, association, partnership, corporation or other legal entity; to make, execute and perform any contracts or agreements and to do any other acts and things for the accomplishment of any of the purposes set forth herein or incidental to such purposes, or which at any time may appear conducive to or expedient for the accomplishment of any such purposes;
- (n) To carry out all of the purposes set forth herein in any or all states, territories, districts, dependencies and possessions of the United States of America and any foreign country; to maintain offices and agencies in any or all states, territories, districts, dependencies and possessions of the United States of America and any foreign country;
- (o) To organize, engage in, operate, incorporate, reorganize, liquidate and dissolve any business, association, partnership, joint venture, corporation (subsidiary, affiliated or other) or other legal entity for any purpose permitted by law; to invest in any manner in any association, partnership, joint venture, corporation (subsidiary, affiliated or other) or other legal entity;

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- (p) To do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any of the purposes set forth herein or incidental to such purposes, or which at any time may appear conducive to or expedient for the accomplishment or any of such purposes; and
- (q) To have and exercise any and all powers and privileges now or hereafter conferred by the general laws of the State of Florida upon limited liability corporations formed under such laws.

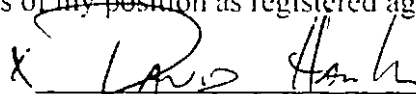
The foregoing enumeration of the purposes of the Limited Liability Company is made in furtherance and not in limitation of the powers conferred upon the Limited Liability Company by law. The mention of any particular purpose is not intended in any manner to limit or restrict the generality of any other purpose mentioned, or to limit or restrict any of the powers of the Company. The Limited Liability Company shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by the laws of the State of Florida upon corporations of a similar character, it being the intention that the purposes set forth in each of the paragraphs of this Article shall, except as otherwise expressly provided, not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Organization, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Company to carry on any business or exercise any power, or do any act which a corporation formed under the general laws of the State of Florida may not at the time lawfully carry on or do.

FIFTH: The mailing address and the street address of the Limited Liability Company's registered office in the State of Florida is:

23 Sea Lore Lane
Key West, FL 33040

SIXTH: The name of the Limited Liability Company's registered agent in the State of Florida is: DAVID HAINLINE.

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, Florida Statutes.



David Hainline, Registered Agent

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SEVENTH: The Limited Liability Company's mailing and street address is: 23 Sea Lore Lane, Key West, FL 33040.

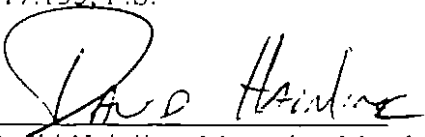
EIGHTH: The Limited Liability Company may have one (or more) series that will be treated as a separate entity which will limit the debts, obligations and other liabilities to the assets of a particular series under the terms of an operating agreement or as otherwise authorized under Florida law.

NINTH: The name and address of each person authorized to manage and control the Limited Liability Company:

Title:	Name & Address
Manager & Authorized Member	David Hainline 12 Sea Lore Lane Key West, FL 33040

SIGNATURES

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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 s.817.155, F.S.

x 
David Hainline, Managing Member

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