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January 23, 2019

FEDERAL EXPRESS

Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Rooney Real Estate
Company, LLC

Dear Ladies and Gentlemen:

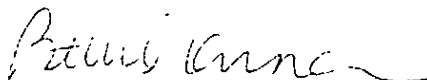
Enclosed for filing with the Florida Department of State are the Articles of Conversion and one copy for Rooney Real Estate Company, LLC, a Texas limited liability company converting to Rooney Real Estate Company, LLC, a Florida limited liability company.

You will find enclosed check number 169797, dated January 23, 2019, in the amount of \$180.00 for the statutory filing fee and one Certified Copy.

Please record this document and return the certified copy requested to the name and address listed on the Cover Letter attached to the documents.

Thank you for your assistance. If you have any questions please give me a call at 405/228/7673.

Sincerely,



Beth Garner
Legal Assistant

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Rooney Real Estate Company, LLC

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert Rooney Real Estate Company, LLC, a Texas limited liability company, into Rooney Real Estate Company, LLC, a Florida limited liability company, in accordance with s. 605.1045, Florida Statutes.

Please return all correspondence concerning this matter to:

Kathleen D. Rooney
Rooney Properties, LLC
3330 Washington Blvd., Suite 220
Arlington, Virginia 22201
Email Address: KDRooney@rooneyholdings.com

For further information concerning this matter, please call Dee Replogle at (405) 552-2261.

Enclosed is a check for the following amount: \$180.00

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

ARTICLES OF CONVERSION
For
ROONEY REAL ESTATE COMPANY, LLC,
a Texas limited liability company
Into
ROONEY REAL ESTATE COMPANY, LLC,
a Florida limited liability company


2019 JAN 24 11:59:02
FILED

These Articles of Conversion and attached Articles of Organization are submitted to convert Rooney Real Estate Company, LLC, a Texas limited liability company (the "Converting LLC"), into Rooney Real Estate Company, LLC, a Florida limited liability company (the "Converted LLC"), in accordance with s. 605.1045, Florida Statutes.

1. The name of the Converting LLC immediately prior to the filing of these Articles of Conversion is Rooney Real Estate Company, LLC.
2. The Converting LLC is a limited liability company first formed under the laws of the State of Texas on July 31, 2000 as a Texas limited partnership and later converted into a Texas limited liability company on May 1, 2008.
3. The name of the Converted LLC as set forth in the **attached Articles of Organization** is Rooney Real Estate Company, LLC, a Florida limited liability company.
4. The conversion has been approved by the Converting LLC in accordance with the laws of the State of Texas and by the sole member of the Converting LLC that, as a result of the conversion, will have interest holder liability under s. 605.1043(1)(b), Florida Statutes.
5. The Converted LLC 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, Florida Statutes.
6. These Articles of Conversion shall be effective upon filing.

Signed as of the 23rd day of January, 2019

ROONEY REAL ESTATE COMPANY,
LLC, a Texas limited liability company

By: 

Kathleen D. Rooney, Manager

**ARTICLES OF ORGANIZATION
OF
ROONEY REAL ESTATE COMPANY, LLC**

The undersigned, for the purpose of forming a limited liability company under the provisions of the Florida Revised Limited Liability Company Act (the "Act") and a Plan of Conversion, adopts the following Articles of Organization:

**ARTICLE I
Name**

The name of the limited liability company is Rooney Real Estate Company, LLC (the "Company").

**ARTICLE II
Address**

The street and mailing address of the Company's principal office is 3330 Washington Blvd., Suite 220, Arlington, Virginia 22201.

**ARTICLE III
Registered Agent, Registered Office & Registered Agent's Signature**

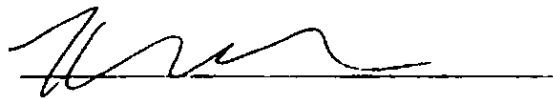
The name and Florida street address of the registered agent are Manhattan Construction (Florida), Inc., c/o Kathleen D. Rooney, 3705-1 Westview Drive, Naples, Florida 34104.

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.



Registered Agent's Signature (REQUIRED)

IN WITNESS WHEREOF, the undersigned executed this document as of the 23rd day of January, 2019, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.



Kathleen D. Rooney, Manager