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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

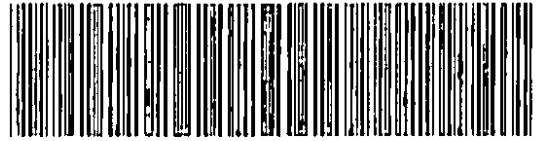
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FILED
19 AUG 14 AM 4:54
CLERK OF COURT
CLERK OF COURT

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 8/14/2019

****WALK IN****

ENTITY NAME LEAD & PROSER, INC.

DOCUMENT NUMBER P16000023837

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

19 AUG 14 PM 1:06
TALLAHASSEE, FL
SUNSHINE CORPORATE FILING

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED 180.00

CHECK # 6489 (\$180 - \$16 CREDIT)

see attached credits

Please call Tina at the above number for any issues or concerns. Thank you so much!

*2 Credits attached
Tina #1125*

Certificate of Conversion
converting a
Florida Corporation
("Other Business Entity")
into a
Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes and Section 607.1113, Florida Statutes.

1. The name of the Florida Corporation ("Other Business Entity") immediately prior to the filing of this Certificate of Conversion is: **Lead & Prosper Inc.** (Document No. P16000023837).
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on March 17, 2016.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: **Lead & Prosper LLC.**
4. Pursuant to the terms and conditions of the conversion effectuated by this Certificate of Conversion, the shares of Lead & Prosper Inc. shall be cancelled and extinguished and in exchange the shareholder of Lead & Prosper Inc. shall receive and be considered to have received membership interests in Lead & Prosper LLC equal in proportion to the shares it held in Lead & Prosper Inc.
5. The conversion will be effective on the date of filing with the Florida Department of State of this Certificate of Conversion.
6. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.
7. The Florida Limited Liability Company has agreed to pay any shareholders of the "Other Business Entity" having appraisal rights the amounts to which they are entitled under ss. 607.1301-607.1333.

IN WITNESS WHEREOF, the undersigned member of the Florida Limited Liability Company has executed this Certificate of Conversion for the uses and purposes therein stated on this 14th day of August, 2019.

JOHNSTON HOLDINGS CORP.

By: _____

Stephen E. Johnston, II, President

IN WITNESS WHEREOF, the undersigned officer of the Florida Corporation, which is the Other Business Entity, has executed this Certificate of Conversion for the uses and purposes therein stated on this 14th day of August, 2019.

Stephen E. Johnston, II, President
Lead & Prosper Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2019 AUG 14 PM 4:54

FILED

**ARTICLES OF ORGANIZATION
OF
LEAD & PROSPER LLC**

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the “Company”) shall be:

Lead & Prosper LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of the Company shall be:

3310 W. Hawthorne Road
Tampa, Florida 33611

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 3310 W. Hawthorne Road, Tampa, Florida 33611, and the initial registered agent of the Company at such office shall be Stephen E. Johnston, II. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Initial Manager

The name and street address of the initial manager of the Company shall be:

Stephen E. Johnston, II	3310 W. Hawthorne Road
	Tampa, Florida 33611

ARTICLE V

Operating Agreement

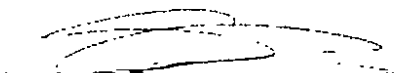
The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles of Organization or contrary to the laws of the State of Florida or of the United States.

ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 605.0201, Florida Statutes, has executed these Articles of Organization for the uses and purposes herein stated, this 14th day of August, 2019.



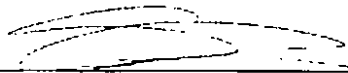
Stephen E. Johnston, II, Authorized Representative

LEAD & PROSPER LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 14th day of August, 2019.



Stephen E. Johnston, II