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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

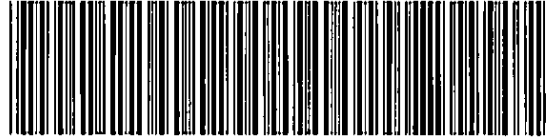
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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NOV 10 2020

FILED
2020 OCT 10 PM 3:03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

American Partner Solutions, LLC

Signature _____

Requested by: _____

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

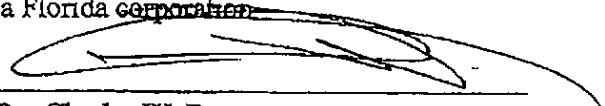
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_____ LTD Partnership File _____
_____ Foreign Corp. File _____
_____ L.C. File _____
_____ Fictitious Name File _____
_____ Trade/Service Mark _____
_____ Merger File _____
_____ Art. of Amend. File _____
_____ RA Resignation _____
_____ Dissolution / Withdrawal _____
_____ Annual Report / Reinstatement _____
_____ Cert. Copy _____
_____ Photo Copy _____
_____ Certificate of Good Standing _____
_____ Certificate of Status _____
_____ Certificate of Fictitious Name _____
_____ Corp Record Search _____
_____ Officer Search _____
_____ Fictitious Search _____
_____ Fictitious Owner Search _____
_____ Vehicle Search _____
_____ Driving Record _____
_____ UCC 1 or 3 File _____
_____ UCC 11 Search _____
_____ UCC 11 Retrieval _____
_____ Courier _____

ARTICLES OF CONVERSION OF
AMERICAN PARTNER SOLUTIONS, INC., a Florida corporation
TO
AMERICAN PARTNER SOLUTIONS, LLC, a Florida limited liability company

Pursuant to Florida Statute §605.1045, AMERICAN PARTNER SOLUTIONS, INC. files this its Articles of Conversion and attached Articles of Organization from a For-Profit Florida Corporation to a Florida Limited Liability Company.

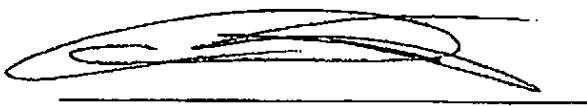
1. AMERICAN PARTNER SOLUTIONS, INC. was duly formed and organized under the laws of the State of Florida on January 12, 2016, Document Number: P16000002363.
2. The name of the predecessor entity was AMERICAN PARTNER SOLUTIONS, INC., a Florida corporation.
3. The name of the limited liability company is AMERICAN PARTNER SOLUTIONS, LLC, a Florida limited liability company.
4. A plan of conversion has been adopted and approved in accordance with F.S. §605.1041-605.1046.
5. The converted or other entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under F.S. §605.1006 and §605.1061-605.1072.
6. The registered agent shall be Steven W. Moore, Esquire, 8240 118th Avenue N., Suite 300, Largo, Florida 33773.
7. The effective date of the conversion shall be the date of filing.

AMERICAN PARTNER SOLUTIONS, LLC.,
a Florida corporation



By: Charles W. Fest
Its. Manager

AMERICAN PARTNER SOLUTIONS, INC.,
a Florida corporation



By: Charles W. Fest
Its. Director and Chairman

2020 OCT 10 PM 3:03

05:11:13

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept, the obligation of that office.

By: 

Steven W. Moore, Registered Agent

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF AMERICAN PARTNER SOLUTIONS, LLC**

FILED
2020 OCT 10 PM 3:03

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Revised Limited Liability Company Act, as amended, F.S. §605, et seq. (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of this Company shall be: AMERICAN PARTNER SOLUTIONS, LLC

**ARTICLE II
DURATION**

This Company shall commence on the date of the filing of these Articles of Organization pursuant to Section 605 et seq. of the Act, and shall continue for a perpetual period of time from this commencement date, or until dissolved by all of its members. Subject to the foregoing this company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

**ARTICLE III
PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 605.0108 of the Act.

**ARTICLE IV
PLACE OF BUSINESS**

The mailing address and street address of the principal place of business of this Company shall be 9427 Corporate Lake Drive, Tampa, Florida 33634, or such other place or places as may be designated by the members from time to time.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent for this Company shall be Steven W. Moore, Esquire and the street address of the registered agent for the service of process shall be 8240 118th Avenue N., Suite 300, Largo, Florida 33773.

ARTICLE VI
ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by a unanimous vote of the members.

ARTICLE VII
CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII
MANAGEMENT

The management of this Company shall be managed by a manager(s) to be elected by a majority of the members at the annual meeting. The name(s) and address(es) of such manager(s) who is/are to serve until the first annual meeting of the members or until his/their successor(s) is/are elected and qualify are:

Charles W. Fest, Jr.
9427 Corporate Lake Drive
Tampa, Florida 33634

The manager(s) shall vote on and approve all matters relating to the limited liability Company including, but not limited to, the contracting of debt, entering into leases, contracts, mortgages, notes, deeds, conveyance agreements, trusts, security agreements, assignments, licenses, bills of sale, management agreements and such other generally recognized business arrangements.

ARTICLE IX
POWERS

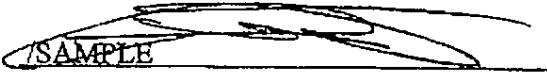
This Company shall have all of the powers and authorities set forth in the Act.

ARTICLE X
PROPERTY

(a) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The manager(s) is/are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by the manager. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

By:  /SAMPLE
Charles W. Fest, Jr., Manager

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XI
AMENDMENTS

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 605.0202 of the Act.

ARTICLE XII
REGULATIONS & OPERATING AGREEMENT

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of the members and acknowledged them to be my act this 9th day of November, 2020.

A handwritten signature in black ink, appearing to read "Charles W. Fest", written over a horizontal line.

CHARLES W. FEST

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That AMERICAN PARTNER SOLUTIONS, LLC , desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Tampa, County of Hillsborough and State of Florida, has named Steven W. Moore, Esquire, 8240 118th Avenue N., Suite 300, Largo, Florida 33773, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept, the obligation of that office.

By: 

Steven W. Moore, Registered Agent