

# L21000244228

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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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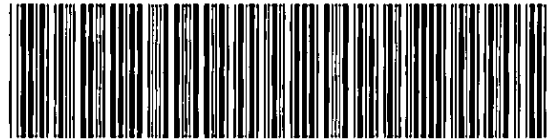
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## **Filing Cover Sheet**

**To:** Florida Division of Corporations

**From:** Kim Tadlock c/o Capitol Services, Inc.

**Date:** 5/25/2021

**Trans#:** 1205425

**Entity Name:** { D. IAFRATE CAPITAL II, LLC (MI) CONVERTING INTO D. IAFRATE  
CAPITAL II, LLC (FL) }

Articles Incorporation ( )

Articles of Dissolution ( )

{ Conversion (XX) }

Foreign Qualification ( )

Limited Partnership ( )

Reinstatement ( )

Other ( )

Articles of Amendment ( )

Annual Report ( )

Fictitious Name ( )

Limited Liability ( )

Merger ( )

Withdrawal / Cancellation ( )

{ STATE FEES PREPAID WITH CHECK# 2222 FOR \$180.00 }

### **PLEASE RETURN:**

{ Certified Copy (XX) }

Good Standing ( )

Plain Photocopy ( )

Certificate of Fact ( )

## ARTICLES OF CONVERSION

Pursuant to the provisions of Section 605.1045 of the Florida Revised Limited Liability Company Act (the "FL Act"), D. IAFRATE CAPITAL II, LLC, a Michigan limited liability company (the "Company"), hereby delivers these ARTICLES OF CONVERSION and attached ARTICLES OF ORGANIZATION for the purpose of converting the Company from a Michigan limited liability company to a Florida limited liability company pursuant to the provisions Section 605.1041(3) of the FL Act and Section 450.4708 of the Michigan Limited Liability Company Act.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is D. IAFRATE CAPITAL II, LLC.
2. The "Other Business Entity" is a limited liability company first formed under the laws of the State of Michigan on June 24, 2014.
3. The name of the limited liability company as set forth in the attached Articles of Organization is D. IAFRATE CAPITAL II, LLC.
4. The conversion will be effective on the date of filing these Articles of Conversion and Articles of Organization with the Florida Department of State.
5. The plan of conversion has been approved in accordance with all applicable statutes.

D. IAFRATE CAPITAL II, LLC  
a Michigan limited liability company

By: [Signature]  
Name: Dominic Iafate, Sr.  
Title: Manager  
Date: May 10, 2021

D. IAFRATE CAPITAL II, LLC  
a Florida limited liability company

By: [Signature]  
Name: Dominic Iafate, Sr.  
Title: Manager  
Date: May 10, 2021

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TALLAHASSEE, FL

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ARTICLES OF ORGANIZATION  
OF  
D. IAFRATE CAPITAL II, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FL

The undersigned hereby organizes a limited liability company under the provisions of the Florida Revised Limited Liability Company Act, and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is D. IAFRATE CAPITAL II, LLC (hereafter, the "Company").

ARTICLE 2

Effective Date

This Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3

Mailing Address and Principal Office

The mailing address and the street address of the principal office of the Company are 855 28th Street South, St. Petersburg, FL 33712.

#### ARTICLE 4

##### Initial Registered Office and Agent

The street address of the initial registered office of this Company is 601 Bayshore Boulevard, Suite 700, Tampa, FL 33606, and the name of the initial registered agent of this Company at that address is Peter T. Kirkwood.

#### ARTICLE 5

##### Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed limited liability company within the meaning of Section 605.0102(39) of the Act. The name and address of the initial manager are:

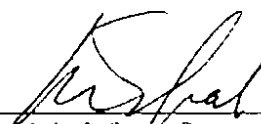
DOMINIC IAFRATE, SR.  
855 28th Street South  
St. Petersburg, FL 33712

#### ARTICLE 6

##### Indemnification

The Company shall indemnify its members and managers to the fullest extent authorized by law.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the  
10th day of May, 2021.

  
\_\_\_\_\_  
Dominic Iafate, Sr. Authorized Representative

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE OF  
D. IAFRATE CAPITAL II, LLC**

Pursuant to the provisions of Section 605.0113 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is D. IAFRATE CAPITAL II, LLC.
2. The name and address of the registered agent and office is:

Peter T. Kirkwood  
601 Bayshore Boulevard  
Suite 700  
Tampa, FL 33606

*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.*

Dated: May 20, 2021.

  
PETER T. KIRKWOOD

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