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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

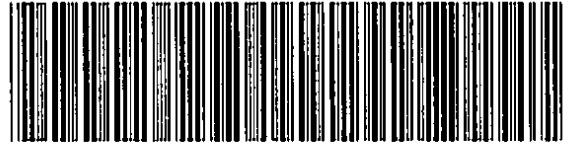
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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DEC 22 AM 11:53

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PICKETT AND ASSOCIATES, 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:

MARTIN A. BUBLEY

(Contact Person)

BUBLEY & BUBLEY, P.A.

(Firm/Company)

12960 N. DALE MABRY HIGHWAY

(Address)

TAMPA, FLORIDA 33618

(City, State and Zip Code)

marty@bubleylaw.com

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

For further information concerning this matter, please call:

MARTIN A. BUBLEY

at (813) 963-7735

(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)

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status |
|---|---|---|---|

Mailing Address:

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

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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:
PICKETT AND ASSOCIATES, INC. (Florida Document Number: 270921)

(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 FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on MAY 9, 1963
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

PICKETT AND ASSOCIATES, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____.

(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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Signed this 17th day of December 20 21.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]

Printed Name: MICHAEL W. SCHNELL

Title: MANAGER

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

Signature: [Signature]

Printed Name: MICHAEL W. SCHNELL

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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**PLAN OF CONVERSION
OF
PICKETT AND ASSOCIATES, INC.
FROM
CORPORATION TO LIMITED LIABILITY COMPANY**

2021 DEC 22 AM 11:53

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Pursuant to Section 607.11931 of the Florida Business Corporation Act (the "**Act**"), this plan of conversion (the "**Plan of Conversion**") sets forth the terms and conditions upon which, at the Effective Time (as hereafter defined), PICKETT AND ASSOCIATES, INC., a Florida corporation (the "**Converting Corporation**"), shall be converted into a Florida limited liability company.

WHEREAS, PICKETT AND ASSOCIATES, INC., as the Converting Corporation, is organized under the laws of the State of Florida;

WHEREAS, the Converting Corporation desires to convert into and to hereafter become and continue to exist as a Florida limited liability company pursuant to Section 607.11930 et seq. of the Act;

WHEREAS, pursuant to Section 607.11930 et seq. of the Act, the Board of Directors of the Converting Corporation has, by resolutions duly adopted, recommended this Plan of Conversion to the shareholders of the Converting Corporation (the "**Shareholders**") to effect the conversion of the Converting Corporation to a Florida limited liability company, upon the terms and subject to the conditions set forth in this Plan of Conversion; and

WHEREAS, this Plan of Conversion has been approved and adopted by the Shareholders.

NOW, THEREFORE, this Plan of Conversion is hereby approved to convert the Converting Corporation into a Florida limited liability company:

TERMS AND CONDITIONS OF THE CONVERSION

1. **Conversion.** Upon the terms and subject to the conditions set forth in this Plan of Conversion, and pursuant to Section 607.11930 et seq. of the Act, at the Effective Time (as hereinafter defined), the Converting Corporation shall be converted into and shall hereafter become and continue to exist as a Florida limited liability company under the name "Pickett and Associates, LLC" (the "**Resulting LLC**"). The organization and internal affairs of the Resulting LLC shall be governed by the Florida Revised Limited Liability Company Act (Chapter 605, Florida Statutes) and the laws of the State of Florida.

2. Effective Time. Effective as of the filing of the Articles of Conversion in substantially the form attached hereto as Exhibit A (the "**Articles**") and the Articles of Organization with the Florida Secretary of State (the "**Effective Time**"), the Converting Corporation shall be converted into a Florida limited liability company pursuant to the Act and this Plan of Conversion (the "**Conversion**"). The Conversion shall become effective at the Effective Time and the date specified in the Articles.

3. Effects of the Conversion. The consummation of the Conversion shall have all of the effects set forth in Section 607.11930 of the Act. In furtherance, and not in limitation, of the foregoing, at the Effective Time, all of the obligations of the Converting Corporation as well as all of the rights, privileges and powers of the Converting Corporation, and all property, real, personal and mixed, and all debts due to the Converting Corporation or owed by the Converting Corporation, and all franchises, licenses and permits held by the Converting Corporation, as well as all other things and causes of action belonging to the Converting Corporation, shall remain vested in the Resulting LLC and shall be the property of the Resulting LLC.

4. Conversion of Shares. At the Effective Time, by virtue of the Conversion and without any action on the part of the Converting Corporation, the Resulting LLC or any holder thereof, (i) all Two Thousand Four Hundred Five and Forty Five-Hundredths (2,405.45) of the issued and outstanding shares of common stock of the Converting Corporation all of which being held by the shareholders shall be automatically converted to 100% of the Membership Interests in the Resulting LLC, and (ii) the shareholders of the Converting Corporation shall become the members of the Resulting LLC.

5. Directors and Officers. At the Effective Time, by virtue of the Conversion, (i) the members of the Board of Directors of the Converting Corporation immediately prior to the Effective Time shall become the Managers of the Resulting LLC from and after the Effective Time until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of the Florida Revised Limited liability Company Act, and (ii) the officers of the Converting Corporation immediately prior to the Effective Time shall become the officers of the Resulting LLC from and after the Effective Time until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of the Florida Revised Limited liability Company Act.

7. Termination. This Plan of Conversion and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of the Converting Corporation at any time prior to the Effective Time in the manner and to the extent provided in the Act.

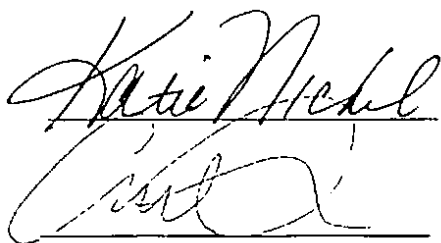
8. Effect of Termination. If this Plan of Conversion is terminated pursuant to Section 7 hereof, this Plan of Conversion shall become void and of no effect with no liability on the part of any party hereto.

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2022 DEC 22 AM 11:59
CLERK OF THE COURT
JANUARY 10, 2023

9. Amendment. This Plan of Conversion and the transactions contemplated hereby may be amended by resolution of the Board of Directors of the Converting Corporation at any time prior to filing the Articles and the Effective Time in the manner and to the extent allowed by Section 607.11934 of the Act.

10. Governing Law. This Plan of Conversion shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

IN WITNESS WHEREOF, the undersigned hereby approves this Plan of Conversion as of
~~September~~ 17, 2021
~~December~~



PICKETT AND ASSOCIATES, INC.

BY: 
MICHAEL W. SCHNELL
As its Chief Executive Officer

2021 SEP 22 AM 11:59

ED

Exhibit A

Articles of Conversion

[See Attached]

ED

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PICKETT AND ASSOCIATES, LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

5010 W. NASSAU STREET
TAMPA, FLORIDA 33607

Mailing Address:

5010 W. NASSAU STREET
TAMPA, FLORIDA 33607

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

MICHAEL W. SCHNELL

Name

5010 W. NASSAU STREET

Florida street address (P.O. Box **NOT** acceptable)

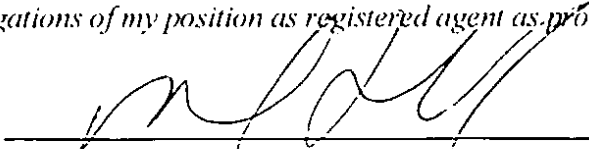
TAMPA

City

FL 33607

Zip

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, F.S.,



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

MICHAEL W. SCHNELL

5010 W. NASSAU STREET

TAMPA, FLORIDA 33607

MGR

MICHAEL K. LEAHY

5010 W. NASSAU STREET

TAMPA, FLORIDA 33607

MGR

GREGORY A. PRATHER

5010 W. NASSAU STREET

TAMPA, FLORIDA 33607

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

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.

MICHAEL W. SCHNELL

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

2021 DEC 22 AM 11:59

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COVER LETTER

TO

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(Name of Resulting Florida Limited Company)

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(Contact Person)

BUBLEY & BUBLEY, P.A.

(Firm/Company)

12960 N. DALE MABRY HIGHWAY

(Address)

TAMPA, FLORIDA 33618

(City, State and Zip Code)

marty@bubleylaw.com

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

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963-7735

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☐ \$150.00 Filing Fees
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& \$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

Mailing Address:

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

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303