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(Requestor's Name)

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(City/State/Zip/Phone #)

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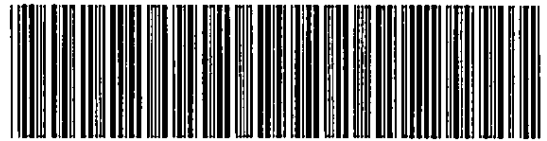
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** ITI Digital, 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:

Sarah Escobar, Esq.

(Contact Person)

Barnes Walker, Goethe, Perron, & Shea, PLLC

(Firm/Company)

3119 Manatee Avenue West

(Address)

Bradenton, FL 34205

(City, State and Zip Code)

sescobar@barneswalker.com

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

For further information concerning this matter, please call:

Sarah Escobar, Esq.

at (941) 827-2211

(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)

☒ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$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

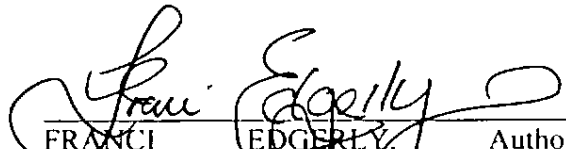
**Street Address:**

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

**ARTICLES OF CONVERSION  
FOR ITI MARKETING, INC.  
INTO ITI DIGITAL, LLC**

Pursuant to the provisions of § 605.1045 of the Florida Revised Limited Liability Company Act, the undersigned corporation, ITI Marketing, Inc., a Georgia domestic profit corporation and Florida foreign profit corporation (the "Converting Entity") adopts the following Articles of Conversion for the purpose of converting ITI Marketing Inc., into ITI Digital, LLC, a Florida limited liability company ("Converted Entity"):

1. The name of the Converting Entity immediately prior to the effective date of the Articles of Conversion is ITI Marketing, Inc., a Georgia domestic profit corporation, first organized, formed, or incorporated under the laws of Georgia on September 30, 2004, and first registered as a foreign corporation under the laws of Florida on August 9, 2016, under Document Number F16000003585.
2. The name of the Converted Entity as set forth in the attached Articles of Organization is ITI Digital, LLC, a Florida limited liability company.
3. The Plan of Conversion has been approved in accordance with the laws of the State of Georgia and by each member of the Converting Entity who, as a result of the conversion, will have interest holder liability under § 605.1043(1)(b).
4. The Converted Entity's principal office is located at 130 Riviera Dunes Way, #302, Palmetto, FL 34221.
6. The Converted Entity has agreed to pay any members having appraisal rights the amount to which such shareholders are entitled under Florida Statutes §§ 605.1006 and 605.1061-1072.
7. Pursuant to the provisions of Chapter 605, Florida Statutes, this conversion shall be effective as of October 1, 2022.

  
FRANCI EDGERLY, Authorized  
Representative of ITI DIGITAL, LLC

  
FRANCI EDGERLY, President of ITI  
MARKETING, INC.

**ARTICLES OF ORGANIZATION  
OF  
ITI DIGITAL, LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is **ITI Digital, LLC**.

**ARTICLE II  
Address**

The initial mailing address of the Company's principal office is P.O. Box 1785, Bradenton, FL 34206. The initial street address of the Company's principal office is 130 Riviera Dunes Way, #302, Palmetto, FL 34221.

**ARTICLE III  
Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Allen Edgerly. The address of the Company's registered office in Florida is 130 Riviera Dunes Way, #302, Palmetto, FL 34221.

**ARTICLE V  
Management**

A. The Company is to be managed by the following Managers until their death, permanent disability, resignation, or removal by the Member:

Franci Edgerly, whose address is 130 Riviera Dunes Way, #302, Palmetto, FL 34221.

Allen Edgerly, whose address is 130 Riviera Dunes Way, #302, Palmetto, FL 34221.

B. Each Manager, without the consent of the other, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and

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affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, conduct the Company's business and the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except that the Managers must act jointly, and not alone, to cause or permit the Company to:

1. Confess a judgment, or settle, compromise, release, discharge, or pay any claim, demand, or debt against the Company in excess of \$5,000.00;
2. File a petition in bankruptcy, make a general assignment for the benefit of creditors, consent to a receiver for the Company, or apply for other such relief available under similar laws or regulations;
3. Enter into a joint venture or partnership with any other person or entity;
4. Invest in the debt or equity of any other entity; or
5. Be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.
6. Amend these Articles or the Company's Operating Agreement, if any, to:
  - a. Reduce the LLC Interest, consisting of a Member's transferable interest and membership status, rights, privileges, or benefits or enlarge the duties and obligations of a Member or a Manager;
  - b. Enlarge the LLC Interest rights, privileges, or benefits or reduce the duties and obligations of a Manager or a Member;
  - c. Modify the duration of this Company;
  - d. Hire, terminate, or modify the terms of employment of any Manager or Member;
  - e. Affect the rights or restrictions regarding the assignability of Member Status or a Transferable Interest;
  - f. Loan or advance funds to any Member or Affiliate of a Member, nor permit the Company's assets to be encumbered to secure the obligations of a Member or Affiliate of a Member;
  - g. Change the nature or character of the business of the Company;
  - h. Dissolve or terminate the existence of this Company;
  - i. Increase or decrease the number of Managers;

j. Make any payment of wages, monies, employment benefits, or expense reimbursements to any immediate or expanded family member of a Manager;

k. Knowingly or willingly do any act, or fail to act, which would cause the Company to be taxed as a corporation; or

l. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

## **ARTICLE VI**

### **Continuation of Business**

A majority in interest of the remaining Member(s), if any, of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company.

A "majority in interest," without more, shall mean a simple majority, as determined by their "LLC Interest Percentages" (as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any) in the Company, of the Member(s) of the Company.

## **ARTICLE VII**

### **Profits and Losses Allocation**

Profits and losses will be allocated to the Member in accordance with the Operating Agreement of the Company, if any, and, if none, their ownership interest.

## **ARTICLE VIII**

### **Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.

## **ARTICLE IX**

### **Commencement**

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence on October 1, 2022.

The undersigned Member or an authorized representative of a Member has executed these Articles of Organization as of September 15, 2022.

  
Franci Edgerly, Member

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TALLAHASSEE, FL 09107


**CERTIFICATE OF DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for ITI Digital, LLC:

1. The registered agent of the above-referenced limited liability company is Allen Edgerly. The address of the registered agent's office is 130 Riviera Dunes Way, #302, Palmetto, FL 34221.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated: 9/15/22

  
Allen Edgerly, Registered Agent

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