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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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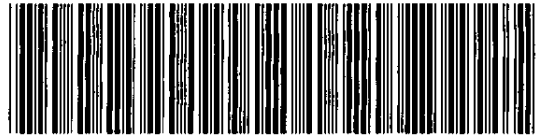
(Business Entity Name)

(Document Number)

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2009 SEP -3 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. THOMAS

SEP - 4 2009

EXAMINER

From:

08/24/2009 07:45

#306 P.007/015

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: United Capital Financial Advisers LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Brenda Wright

(Name of Person)

United Capital Financial Advisers LLC

(Firm/Company)

500 Newport Center Drive Suite 200

(Address)

Newport Beach, CA 92260

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Brenda Wright

(Name of Person)

at (949) 999-8511

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

From:

08/24/2009 07:45

#306 P.008/015

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. United Capital Financial Advisers LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

See attachment

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 27-0493248

(FEI number, if applicable)

4. 6/30/09

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. 6/30/09

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 500 Newport Center Drive Suite 200

Newport Beach, CA 92660

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Gary Roth, Treasurer, 500 Newport Center Drive Ste 200 Newport Beach, CA 92660

Caryn Westman, Secretary, 500 Newport Center Drive Ste 200 Newport Beach, CA 92660

Joseph Duran, Director, 500 Newport Center Drive Ste 200 Newport Beach, CA 92660

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Investment Advisory
and other services

[Signature] 8/14/09
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gary Roth, Treasurer and CFO

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

From:

08/24/2009 07:45

#306 P.009/015

United Capital Financial Advisers LLC

EIN#27-0493248

NAICS Code #523900

United Capital Financial Advisers LLC has three divisions in the state of Florida. The assumed names are:

Shane & Associates
3444 East Lake Road Suite 416
Palm Harbor, Florida 34685
Pinellas County

Spectrum Assets
4401 North Federal Highway #203
Boca Raton, Florida 33431
Palm Beach County

Successful Retirement Planning
7231 Little Road
New Port Richey, Florida 34654
Pasco County

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From:

08/24/2009 07:45

#306 P.010/015

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

United Capital Financial Advisers LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/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 608, Florida Statutes.

Heather Chapman
as its agent

Heather Chapman
(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
2009 SEP -3 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From:

08/24/2008 07:45

#306 P.011/015

ware

PAGE 1

The

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "UNITED CAPITAL FINANCIAL ADVISERS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "UNITED CAPITAL FINANCIAL ADVISERS, INC." TO "UNITED CAPITAL FINANCIAL ADVISERS, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2009, AT 6:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF JUNE, A.D. 2009, AT 11:59 O'CLOCK P.M.

3876328 8100V

090659196

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7393515

DATE: 06-30-09

#306 P. 012/015

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

1. United Capital Financial Advisers, Inc. (the "Corporation") was first formed under the jurisdiction of the State of Delaware on November 3, 2004.
2. The name of the Corporation immediately prior to filing this Certificate of Conversion is United Capital Financial Advisers, Inc.
3. The name of the Limited Liability Company as set forth in the Certificate of Formation is United Capital Financial Advisers, LLC.
4. The manner for converting the shares of stock of the corporation into interests of the limited liability company is as follows: all of the shares of common stock of the Corporation shall be converted into 100% of the membership interests represented by Common Shares in the limited liability company effective as of the Effective Time.
5. This Certificate of Conversion shall become effective at 11:59 p.m. Eastern Standard Time, on June 30, 2009 (the "Effective Time").
6. The conversion herein certified has been approved by the Board of Directors and sole shareholder of the corporation in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

[Signature on Following Page]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

From:

08/24/2009 07:46

#306 P.013/015

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 29th
day of June, 2009.


Caryn L. Westman, Senior Vice President
Corporate Secretary

FILED
2009 SEP -3 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature Page to Certificate of Conversion]

From:

08/24/2009 07:46

#306 P.014/015

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "UNITED CAPITAL FINANCIAL ADVISERS, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2009, AT 6:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF JUNE, A.D. 2009, AT 11:59 O'CLOCK P.M.

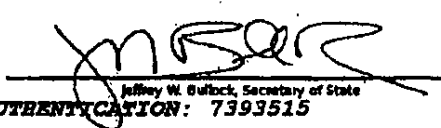
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TALLAHASSEE, FLORIDA

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7393515

DATE: 08-30-09

From:

08/24/2008 07:46

#306 P.015/015

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:57 PM 06/29/2009
FILED 06:57 PM 06/29/2009
SRV 090639196 - 3876328 FILE

CERTIFICATE OF FORMATION

OF

UNITED CAPITAL FINANCIAL ADVISERS, LLC

I.

The name of the limited liability company is: United Capital Financial Advisers, LLC.

II.

The address of the registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle. The name of its Registered Agent at such address is Corporation Service Company.

III.

This Certificate of Formation shall become effective at 11:59 p.m. Eastern Standard Time, on June 30, 2009.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of June 29, 2009.


Caryn L. Westman, Senior Vice President
Corporate Secretary