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T. BROWN

AUSLEY MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)

TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

Writer's Direct Line: (850) 425-5457

March 3, 2015

Secretary of State 2661 Executive Center Circle West Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: Smidt Limited Liability Limited Partnership

Dear Madam/Sir:

Enclosed for the referenced limited liability limited partnership are an original and one copy of a Certificate of Conversion for "Other Business Entity" into a Florida Limited Liability Limited Partnership and the Certificate of Limited Partnership for same. Also enclosed is our check in the amount indicated below to cover the costs of:

□ \$1,052.50 □ \$1,061.25 ■ \$1,105.00 □ \$1,113.75

Filing Fees and (\$52.50 for Conversion and \$1,000 - Certificate) Certificate of Status

□ \$1,052.50 □ \$1,113.75

Filing Fees and Certified Copy and Certificate of Status

Please do not hesitate to phone our office if you have any questions. I will have our messenger return to pick up the request, if you will be so kind as to call me at 425-5457 to let me know it is ready.

Thank you in advance for your usual assistance in these matters.

Sincerely,

Donna Marie Walters, FRP Florida Registered Paralegal

/dmw Enclosures In Itax/rap/smidt ip/tir/fi sos itr 20150303 convert and file docx 022196.140661

CERTIFICATE OF CONVERSION FOR "OTHER BUSINESS ENTITY" INTO A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Limited Partnership in accordance with Section 620.2104, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

SMIDT LIMITED PARTNERSHIP

- 2. **SMIDT LIMITED PARTNERSHIP** is a limited partnership first organized and formed under the laws of the State of Iowa on September 16, 1996.
- 3. The name of the Florida limited liability limited partnership as set forth in the attached certificate of Limited Partnership is:

SMIDT LIMITED LIABILITY LIMITED PARTNERSHIP

- 4. The conversion was approved as required by Chapter 620, F.S., and as required by Iowa law and is permitted by Iowa law. **SMIDT LIMITED PARTNERSHIP** has complied with such laws in effecting the conversion.
- 5. **SMIDT LIMITED PARTNERSHIP** currently exists on the official records of the jurisdiction under which it is currently organized and formed.
- The effective date of conversion shall be the date of filing.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by the general partners of the limited partnership this 144 day of November, 2014.

The undersigned affirm that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, F.S.

Smidt Limited Liability Limited Partnership Smidt Limited Partnership

David K. Smidt, its General Partner

Helen M. Smidt, its General Partner

Helen M. Smidt its General Partner

Smidt. its General Partner

15 Map of S

CERTIFICATE OF LIMITED PARTNERSHIP FOR FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

Smidt Limited Liability Limited Partnership a Florida Limited Liability Limited Partnership

The undersigned General Partners, desiring to form a limited liability limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, hereby states the following:

- 1. The name of the Limited Partnership is **Smidt Limited Liability Limited Partnership** (the **Partnership**).
- 2. The street address of the initial designated office of the Partnership is:

123 South Calhoun Street Tallahassee, Florida 32301-1517

3. The name and street address of the Registered Agent for service of process on the Partnership are:

Ausley & McMullen, P.A. Attention: Robert A. Pierce, Esq. 123 South Calhoun Street Tallahassee, Florida 32301-1517

4. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Ausley & McMullen, P.A., Registered Agent Robert A. Pierce, Esq., for the Firm

5. The mailing address of the Partnership shall be:

P. O. Box 391
Tallahassee, Florida 32302-0391

- 6. The Partnership elects to be a limited liability limited partnership.
- 7. The name and business address of each of the General Partners are:

David K. Smidt

17291 Lakewood Drive

Spirit Lake, Iowa 51360

Helen M. Smidt

17291 Lakewood Drive Spirit Lake, Iowa 51360

Smidt Limited Partnership
CERTIFICATE OF LIMITED PARTNERSHIP
Page 1 of 2

8. This Certificate shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by each of the General Partners of Smidt Limited Liability Limited Partnership, this 144 day of November, 2014.

The undersigned affirm that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, F.S.

Filing Fees:

\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

Certified Copy (optional):

\$52.50

Certificate of Status (optional): \$8.75