

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

L000000000557

CONTACT: CINDY HICKS

DATE: 1-14-00

REF. #: 0170-10003

CORP. NAME: RSP Properties, LLC

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |

☒ OTHER: Conversion

STATE FEES PREPAID WITH CHECK# 6796 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

800003098618-8  
-01/14/00-01030-001  
\*\*\*\*155.00 \*\*\*\*155.00

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ☐ CERTIFIED COPY      ☐ CERTIFICATE OF GOOD STANDING  
☒ CERTIFICATE OF STATUS

Examiner's Initials \_\_\_\_\_

APPROVED  
AND  
FILED  
00 JAN 14 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 JAN 14 AM 10:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
☒ PLAIN STAMPED COPY

1-14-00

## CERTIFICATE OF CONVERSION

Pursuant to the provisions of Section 608.439 of the Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was: "RSP PROPERTIES."

SECOND: The date on which and the jurisdiction in which this unincorporated business entity (a general partnership) was first created or otherwise came into being are:

A: Date: May 6, 1985

B: Jurisdiction: Florida

THIRD: The name of the limited liability company as set forth in the attached articles of organization is: RSP PROPERTIES, L.L.C.

IN WITNESS WHEREOF, the undersigned members have executed this Certificate of Conversion on this 11 day of January, 2000

Frank V. Snipes  
FRANK V. SNIPES, as Co-Trustee of the Frank V. Snipes Revocable Trust Agreement of 1996, dated August 28, 1996

Joyce B. Ray Trustee  
JOYCE B. RAY Trustee, UTD 2-21-94, FBO SAME

00 JAN 14 AM 11:15  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
RSP PROPERTIES, L.L.C.**

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

**ARTICLE 1**

**Name**

The name of this limited liability company is RSP PROPERTIES, L.L.C. (hereafter, the "Company").

**ARTICLE 2**

**Powers**

This Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- (a) sue and be sued, and defend, in its name;
- (b) purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
- (c) sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property;
- (d) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity;
- (e) make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock

00 JAN 14 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

of which is owned, directly or indirectly, by the Company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the Company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the Company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company;

- (f) lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment;
- (g) conduct its business, locate offices, and exercise the powers granted by the Act within or without the state of Florida;
- (h) select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit;
- (i) make donations for the public welfare or for charitable, scientific, or educational purposes;
- (j) pay pensions and establish pension plans, pension trust, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members officers, agents, and employees;
- (k) be a promoter, incorporator, shareholders, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (l) make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

### ARTICLE 3

#### 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.

RECEIVED  
AND  
FILED  
00 JUN 11 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 4

Mailing Address and Principal Office

The mailing address and the street address of the principal office of the Company is 4815 W. Woodmere Road, Tampa, Florida 33609 .

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 4815 W. Woodmere Road, Tampa, Florida 33609, and the name of the initial registered agent of this Company at that address is Frank V. Snipes.


ARTICLE 6

Management of the Company

The management of the Company is reserved to its members.

APPROVED  
AND  
FILED  
00 JAN 14 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 11 day of January, 2000.

  
FRANK V. SNIPES, as Co-Trustee of the Frank V. Snipes Revocable Trust Agreement of 1996, dated August 28, 1996

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE OF  
RSP PROPERTIES, L.L.C.**

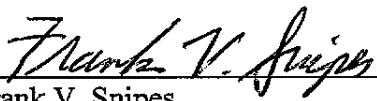
Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: RSP PROPERTIES, L.L.C.
2. The name and address of the registered agent and office is:

Frank V. Snipes  
4815 W. Woodmere Road  
Tampa, Florida 33609

*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..*

Dated: Jan. 11, 2000.

  
\_\_\_\_\_  
Frank V. Snipes

APPROVED  
AND  
FILED  
00 JAN 11 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA