

# L00000003758

SILAS WILLIAMS, JR.  
WILLIAM L. TAYLOR, JR.  
JAMES W. GENTRY, JR.  
HOWELL G. CLEMENTS  
THOMAS S. KALE  
SCOTT N. BROWN, JR.  
W. FERBER TRACY  
FRED H. MOORE  
L. HALE HAMILTON  
ROBERT J. BOEHM  
ROSS I. SCHRAM III  
MARK A. RAMSEY  
RANDY CHENNAULT  
JOSEPH R. WHITE  
DAVID E. FOWLER  
ARTHUR P. BROCK  
ROBERT G. NORRED, JR.  
HOWELL DEAN CLEMENTS  
CARL EUGENE SHILES, JR.  
JOHN B. BENNETT  
SHAREL VANSANDT HOOPER  
SUE ELLEN SCRUGGS  
STEPHANY S. PEDIGO  
DANIEL M. STEFANIUK  
JAMES H. PAYNE  
ELIZABETH H. FOSS

LAW OFFICES

## SPEARS, MOORE, REBMAN & WILLIAMS

INCORPORATED  
801 BROAD STREET  
SIXTH FLOOR  
P. O. BOX 1749  
CHATTANOOGA, TENNESSEE 37401-1749  
(423) 756-7000

FACSIMILE (423) 756-4801

March 24, 2000

WILLIAM D. SP  
(1906-1992)

A. FRED REBMAN, III  
(1917-1992)

FORD P. MITCHELL  
(1930-1993)

MICHAEL W. BOEHM  
(1944-1996)

ALVIN O. MOORE  
(1912-1998)

HOWELL G. CLEMENTS, P.C.  
PALMER OFFICE  
(931) 779-5333

OF COUNSEL:  
E. BLAKE MOORE

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

700003186027--6  
-03/27/00--01131--014  
\*\*\*\*155.00 \*\*\*\*155.00

In re: Articles of Organization for Phillips Performance Partners, LLC

Gentlemen:

700003186027--6  
-03/31/00--01047--003  
\*\*\*\*\*55.00 \*\*\*\*\*55.00

On behalf of the above-named LLC, we enclose herewith Articles of Organization, along with our check in the amount of \$155.00 in payment of the filing fee of the Articles of Organization, the Designation of Registered Agent and a certified copy of the Articles. We are providing the Articles in duplicate, per your rules, and request that a copy be certified and returned to us at the address indicated in this letter.

In addition, we are enclosing herewith and request that it be filed subsequent to the filing of the Articles of Organization, a Certificate of Conversion of Phillips Performance Partners, L.P., a Tennessee limited partnership, to Phillips Performance Partners, LLC, a Florida limited liability company. Phillips Performance Partners, L.P. was created under the laws of the State of Tennessee on July 17, 1996, but is being converted to the limited liability company previously created under the laws of the State of Florida. We are also enclosing our check in the amount of \$55.00 for the recording of the Certificate of Conversion and the provision to us of a certified copy of same after it is filed. Similarly, we are enclosing a duplicate copy of the Certificate of Conversion for your certification.

If you have any questions concerning the Articles of Organization or the Certificate of Conversion, we would appreciate your calling me, collect, at 423/756-7000.

Name Availability	
Document Examiner	DOC
Updater	DOC
Updater Verifier	DOC
Acknowledgement	DOC
W. P. Verifier	DOC

Very truly yours,

SPEARS, MOORE, REBMAN & WILLIAMS

*William L. Taylor, Jr.*  
William L. Taylor, Jr.

TAX	25.00
R. AGENT FEE	30.00
C. C. FEE	
T. FEE	
N. FEE	
SALES TAX	
REFUND	

L00000003758

FILED

00 MAR 27 PM 1:00  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the limited liability company is:

Phillips Performance Partners, LLC

**ARTICLE II - Address:**

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

#703  
8269 Gulf Boulevard  
Navarre Beach, Florida 32566

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

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

John A. Phillips, Jr.  
#703  
8269 Gulf Boulevard  
Navarre Beach, Florida 32566

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, F.S..



Registered Agent's Signature

**ARTICLE IV - Management (Check box if applicable.)**

☐ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.



Signature of a member or an authorized representative of a member.

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

John A. Phillips, Jr.

Typed or printed name of signee

FILED  
00 MAR 27 PM 1:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CERTIFICATE OF CONVERSION OF  
PHILLIPS PERFORMANCE PARTNERS, L.P. TO  
PHILLIPS PERFORMANCE PARTNERS, LLC  
(Pursuant to 608.439, Florida Statutes)

FILED  
00 MAR 27 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Phillips Performance Partners, L.P. was first created and formed under the jurisdiction of the laws of the State of Tennessee on July 17, 1996 and will, until conversion pursuant to this document, have been subject to the laws of the State of Tennessee, but following such conversion, will become subject to and a part of the domestic limited liability company known as Phillips Performance Partners, LLC.

ARTICLE II

The name of the entity being converted to a domestic limited liability company is Phillips Performance Partners, L.P.

ARTICLE III

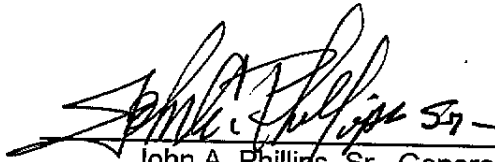
The limited liability company into which the foregoing limited partnership is being converted is Phillips Performance Partners, LLC, the Articles of Organization having been filed with the Secretary of State of the State of Florida immediately preceding and/or simultaneously with this Certificate of Conversion.

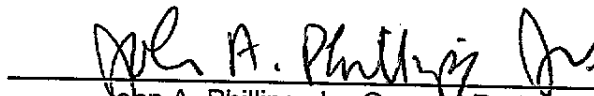
ARTICLE IV

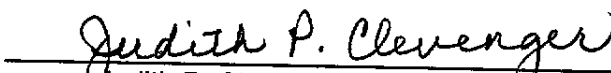
The effective date of the conversion shall be the date of filing of the Certificate of Conversion with the Secretary of State of the State of Florida.

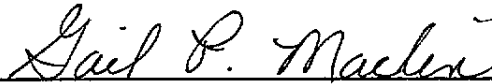
ARTICLE V

This conversion has been approved by the partners of Phillips Performance Partners, L.P. and the Articles of Organization of Phillips Performance Partners, LLC have similarly been so approved by the partners of the limited partnership.

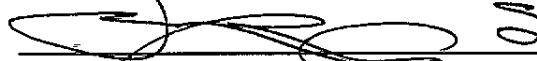
  
John A. Phillips, Sr., General Partner

  
John A. Phillips, Jr., General Partner

  
Judith P. Clevenger, General Partner



Gail P. Maclin, General Partner



Guy L. Phillips, General Partner

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

I:\library\users\julietwitt\phillips certificate.wpd

FILED  
00 MAR 27 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA