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(Business Entity Name)

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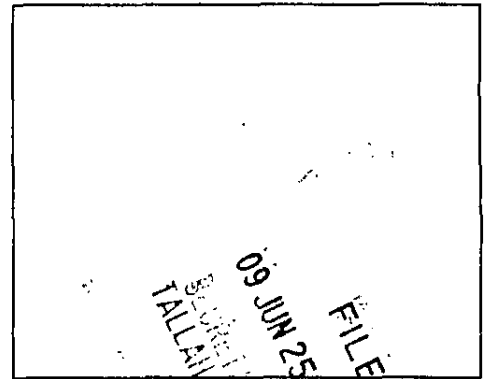
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TALLAHASSEE, FLORIDA

B. KOHR

JUN 26 2009

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



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ENTITY NAME:

BROWN RANCH, LLC

CK# 3983

AMOUNT \$155.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

XXX CERTIFICATE OF STATUS

Examiner's Initials

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brown Ranch, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate 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. 608.439, F.S.

Please return all correspondence concerning this matter to:

William J. Hyland, Esq.

(Contact Person)

Gunster, Yoakley & Stewart, P.A.

(Firm/Company)

777 South Flagler Drive, Suite 500 East

(Address)

West Palm Beach, FL 33401

(City, State and Zip Code)

For further information concerning this matter, please call:

Mary E. Cramer-Schariatt

(Name of Contact Person)

at (561) 650-0728

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

STREET ADDRESS:

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

MAILING ADDRESS:

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

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Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion and attached **Articles of Organization** are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

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

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

559390

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on February 1, 1978
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Brown Ranch, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: Date of filing
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 23 day of June 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: /s/ EDGAR A. BROWN
Printed Name: Edgar A. Brown Title: Managing Member

Signature(s) on behalf of Other Business Entity: (See below for required signature(s).)

Signature: Edgar A. Brown
Printed Name: Edgar A. Brown Title: Director, President

Signature: Barbara L. Brown
Printed Name: Barbara L. Brown Title: Director, Secretary

Signature: Edgar R. Brown, II
Printed Name: Edgar R. Brown, II Title: Director, Treasurer

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

| | |
|--|--------------------|
| Certificate of Conversion: | \$25.00 |
| Fees for Florida Articles of Organization: | \$125.00 |
| Certified Copy: | \$30.00 (Optional) |
| Certificate of Status: | \$5.00 (Optional) |

PLAN OF CONVERSION

The following plan of conversion is submitted in compliance with Section 607.1112 of the Florida Business Corporation Act (the "Act"):

1. The name, form and jurisdiction of the organization **before conversion** is:

**Brown Ranch, Inc.,
a Florida corporation
Doc. No. 559390**

2. The name, form and jurisdiction of the organization **after conversion** is:

**Brown Ranch, LLC,
a Florida limited liability company**

3. Upon the conversion becoming effective, **Brown Ranch, LLC**, shall be governed by the terms and provisions of the Florida Limited Liability Company Act.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration money, interests in the converted organization, and other consideration are as follows:

Brown Ranch, Inc., a Florida corporation (the "Corporation"), has five (5) shareholders, **Edgar A. Brown and Barbara L. Brown, a Husband and Wife, as Tenants By The Entirety**, owning ninety-one percent (91%) of the Corporation's issued and outstanding stock, **Edgar R. Brown, II, Benjamin A. Brown, II, and Alexis Brown Peeper**, formerly known as **Sandra Alexis Brown**, each owning three percent (3%) each of the Corporation's issued and outstanding stock respectively, and collectively referred to hereinafter as the "**Shareholders**."

Upon the conversion becoming effective, all of the Corporation's issued and outstanding shares shall be converted into proportionate percentages of membership interests in **Brown Ranch, LLC** (the "**Members**").

5. A copy of the Articles of Organization for **Brown Ranch, LLC** as shall be filed with the Florida Department of State are attached hereto as Exhibit A. The Articles of Organization, the Certificate of Conversion and the Plan of Conversion were approved and adopted by the Shareholders and the Board of Directors by unanimous written consent on June 24, 2009.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the shareholders of the corporation to be converted.
7. The signatures of the shareholders of the corporation to be converted on this Plan of

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Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of their authority to execute and deliver such instruments or documents.


IN WITNESS WHEREOF, this Plan of Conversion is effective this 24th day of June, 2009.

REQUIRED SIGNATURES:


Edgar A. Brown, Shareholder & Director


Barbara L. Brown, Shareholder & Director


Edgar R. Brown, II, Shareholder & Director


Alexis Brown Peeper, formerly known as
Sandra Alexis Brown, Shareholder


Benjamin A. Brown, II, Shareholder

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Brown Ranch, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

13939 Indrio Road
Fort Pierce, FL 34945

Mailing Address:

13939 Indrio Road
Fort Pierce, FL 34945

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

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Edgar R. Brown, II

Name

1626 90th Avenue

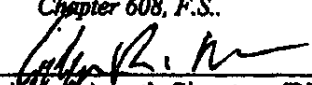
Florida street address (P.O. Box NOT acceptable)

Vero Beach

FL 32966

City, State, and 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, F.S.

 6/27/09
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Edgar A. Brown

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:

Edgar A. Brown

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.)

Edgar A. Brown

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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