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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Kempton and
Kempton, LLC

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- ☐ Art of Inc. File_____
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- ☐ Fictitious Name File_____
- ☐ Trade/Service Mark_____
- ☐ Merger File_____
- ☐ Art. of Amend. File_____
- ☐ RA Resignation_____
- ☐ Dissolution / Withdrawal_____
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- ☐ Certificate of Fictitious Name_____
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- ☐ Fictitious Search_____
- ☐ Fictitious Owner Search_____
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Signature_____

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Name

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**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with section 608.439, Florida Statutes.

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

2. The "Other Business Entity" is a general partnership first formed under the laws of the State of Ohio and later merged into a Florida general partnership first formed under the laws of the State of Florida on June 21, 1999.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is Kempton and Kempton, LLC.

Signed this 25 day of April, 2011.

KEMPTON AND KEMPTON, LLC, a
Florida limited liability company

By: Rebecca L. Kempton
Rebecca L. Kempton, member

By: Kempton Management Limited
Partnership, a Florida limited
partnership, member

By: J.K. of Indian River, Inc., a
Florida corporation, its
general partner

By: Jack L. Kempton
Jack L. Kempton,
President

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

KEMPTON AND KEMPTON, a Florida
general partnership

By: Rebecca L. Kempton
Rebecca L. Kempton, as a partner

By: Kempton Management Limited
Partnership, a Florida limited
partnership, as a partner

By: J.K. of Indian River, Inc., a
Florida corporation, the
general partner of KMLP

By: Jack L. Kempton
Jack L. Kempton
President

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

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I – NAME

The name of the Limited Liability Company is:

Kempton and Kempton, LLC

ARTICLE II – ADDRESS

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

Principal Office Address:
122 43rd Avenue SW
Vero Beach, FL 32968

Mailing Address:
122 43rd Avenue SW
Vero Beach, FL 32968

**ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the initial Registered Agent are:

Anthony P. Guettler
979 Beachland Boulevard
Vero Beach, FL 32963

Having been named as initial Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Article of these Articles of Organization, I hereby accept the designation 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 of the Florida Statutes.



Anthony P. Guettler
Registered Agent

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ARTICLE IV – MANAGEMENT

The Limited Liability Company shall be managed by one or more Managers and is, therefore, a manager-managed company. The Manager(s) shall be elected in the manner prescribed in the Operating Agreement for this Limited Liability Company. No member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a member.

The initial Manager of the Limited Liability Company shall be Jack L. Kempton, and shall serve as such until such Manager resigns, is removed, or can no longer serve for any reason as provided in the Operating Agreement for this Limited Liability Company.

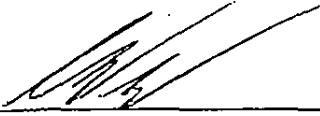
ARTICLE V – GOVERNED BY OPERATING AGREEMENT

The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement, as the same may be amended or modified, in writing, from time to time.

ARTICLE VI – EFFECTIVE DATE

These Articles of Organization shall be effective upon the date of filing.

IN WITNESS WHEREOF, the undersigned, an authorized representative of a member of the Limited Liability Company, has affixed his signature this 25 day of April, 2011.



Anthony P. Guettler
Authorized Representative