

L11000090978

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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2018 OCT 29 P 10:57

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11/13/18 DS

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** eRC Investment Properties, LLC

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Gerald D. Ellenburg  
eRC Home Builders, Inc.  
2738 Falkenburg Rd.  
Riverview, FL 33578  
Jerry@erchomes.com

For further information concerning this matter, please call:  
Gerald D. Ellenburg at (727) 243-2050

Enclosed is a check for the following amount:

<input type="checkbox"/> \$25.00 Filing Fee	<input type="checkbox"/> \$30.00 Filing Fee and Certificate of Status	<input type="checkbox"/> \$55.00 Filing Fee and Certified Copy	<input checked="" type="checkbox"/> \$60.00 Filing Fee Certified Copy, and Certificate of Status
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**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

CR2E106 (05/17)

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OCT 29 PM 5:58

## ARTICLES OF CONVERSION

For  
**eRC Investment Properties, LLC, a Florida limited liability company**  
Into  
**eRC Home Builders, Inc., a Delaware corporation**

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is: **eRC Investment Properties, LLC, a Florida limited liability company**
2. The name of the "Converted or Other Business Entity" is: **eRC Home Builders, Inc.**
3. The "Converted or Other Business Entity" is a corporation organized, formed or incorporated under the laws of the state of Delaware.

The formation document, the Certification of Incorporation of eRC Home Builders, Inc. is attached as Exhibit "A".

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: October 24, 2018.  
(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 of the conversion under the laws governing the "Other Business Entity.")

6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":

a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 2738 Falkenburg Road, Riverview, FL 33578  
Mailing Address: 2738 Falkenburg Road, Riverview, FL 33578

The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 23rd day of October, 2018

Signature: \_\_\_\_\_

Printed Name: Gerald D. Ellenburg Title: Manager

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Exhibit "A"

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:42 PM 10/24/2018  
FILED 02:42 PM 10/24/2018  
SR 20187302263 - File Number 7117571

**CERTIFICATE OF INCORPORATION**  
**OF**  
**ERC HOME BUILDERS, INC.**

**ARTICLE I**

The name of the corporation is eRC Home Builders, Inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE IV**

The aggregate number of shares which the Corporation shall have authority to issue is 200,000,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.00001 per share.

**ARTICLE V**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the state of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

**ARTICLE VI**

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or

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serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE VII

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

#### ARTICLE VIII

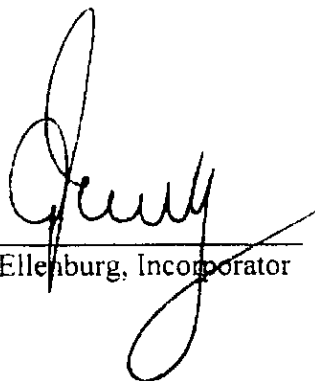
The name and mailing address of the incorporator are as follows:

Gerald D. Ellenburg  
2738 Falkenburg Road  
Riverview, FL 33578

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Executed on October 23, 2018.

A handwritten signature in black ink, appearing to read "Gerald", is written over a horizontal line.

Gerald D. Ellenburg, Incorporator

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