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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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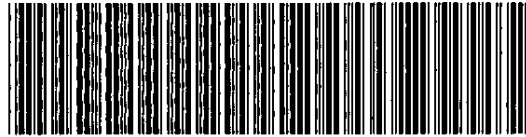
(Business Entity Name)

(Document Number)

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11 SEP 26 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Culligan SEP 27 2011

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Surfspray Investments, 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:

Kevin A. Kane, Esq.

(Contact Person)

Ivan, Cole, Bonnette & Kane, P.A.

(Firm/Company)

One Independent Drive, Suite 3131

(Address)

Jacksonville, Florida 32202

(City, State and Zip Code)

marvinbus@gmail.com

E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Kevin A. Kane, Esq.

at ( 904 )

358-3006

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |  |
|---|--|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input checked="" type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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

FILED

**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO**

11 SEP 26 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert a Florida limited liability partnership 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: **SAMM INVESTMENTS, LLP.** GPO4-3041

2. The "Other Business Entity" is a limited liability partnership first formed under the laws of the State of Florida on December 23, 2004.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: **SURFSPRAY INVESTMENTS, LLC.**

4. The effective date of the conversion shall be: September 21, 2011.

**IN WITNESS WHEREOF**, this Certificate of Conversion is executed on September 19 2011, by a member of the converted limited liability company and by all the partners of the converting general partnership.

**SURFSPRAY INVESTMENTS, LLC,**  
a Florida Limited Liability Company

By: 

**MARVIN E. MCKINNEY, Member**

By: 

**MATTHEW R. MCKINNEY, Member**

**SAMM INVESTMENTS, LLP,**  
a Florida limited liability partnership

By: 

**MARVIN E. MCKINNEY, Partner**

By: 

**MATTHEW R. MCKINNEY, Partner**

**ARTICLES OF ORGANIZATION  
OF  
SURFSPRAY INVESTMENTS, LLC**

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

**Article I  
Name**

The name of this limited liability company shall be **SURFSPRAY INVESTMENTS, LLC.**

**Article II  
Principal Office and Mailing Address**

The principal office and mailing address of this limited liability company shall be **628 W. Surf Spray Lane, Ponte Vedra Beach, Florida 32082.**

**Article III  
Initial Registered Agent and Address**

The name and street address of the initial registered agent of this limited liability company are:

**MARVIN E. MCKINNEY  
628 W. Surf Spray Lane  
Ponte Vedra Beach, Florida 32082**

**Article IV  
Effective Date; Duration**

The existence of this limited liability company shall commence on the date these Articles are filed with the Florida Department of State. This limited liability company shall terminate on the date set forth in its Operating Agreement.

**Article V  
Purposes**

This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

*Kevin A. Kane, Esquire  
IVAN, COLE, BONNETTE & KANE, P.A.  
One Independent Drive, Suite 3131  
Jacksonville, Florida 32202  
Telephone: (904)358-3006  
Fla. Bar No.: 0378770*

**Article VI**  
**Admission of Additional Members**

The members may admit one or more additional members to the limited liability company. Admission of any such additional member shall require the unanimous written consent of all members then having an interest in the limited liability company.

**Article VII**  
**Management**

This limited liability company shall be managed by one or more managers and is, therefore, a manager-managed company. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement. The names and street addresses of the initial managers of this limited liability company are:

**MARVIN E. MCKINNEY**  
**628 W. Surf Spray Lane**  
**Jacksonville, Florida 32207**

**MATTHEW R. MCKINNEY**  
**1428 San Mateo Avenue**  
**Jacksonville, Florida 32207**

**Article VIII**  
**Operating Agreement**

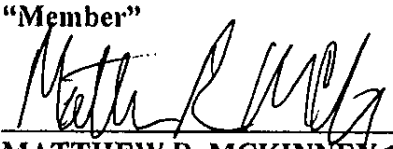
The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

**Article IX**  
**Amendment**

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of  
Organization the 19 day of September, 2011.

  
\_\_\_\_\_  
MARVIN E. MCKINNEY  
"Member"

  
\_\_\_\_\_  
MATTHEW R. MCKINNEY  
"Member"

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THIS LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **SURFSPRAY INVESTMENTS, LLC.**
2. The name and the Florida street address of the registered agent are:

**MARVIN E. MCKINNEY  
628 W. Surf Spray Lane  
Ponte Vedra Beach, Florida 32082**

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.

  
\_\_\_\_\_  
**MARVIN E. MCKINNEY**

**FILED**  
**11 SEP 26 PM 12:15**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**