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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

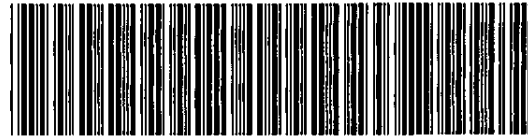
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan NOV 21 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: J. CURTIS WILLIAMS JR. FAMILY 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:

Scott Barloga
Pope & Barloga, P.A.
P.O. Box 1609
Panama City, FL 32402

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

Sbarloga@popebarloga.com

For further information concerning this matter, please call:

Scott Barloga at (850) 784-9174

Enclosed is a check for the following amount:

\$210.00 Filing Fees and two Certified Copies

Mailing Address

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

Street Address

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

J. CURTIS WILLIAMS JR. FAMILY LIMITED PARTNERSHIP

A04-669

2. The "Other Business Entity" is a limited partnership
first organized, formed or incorporated under the laws of Florida on April 16, 2004

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: not applicable.

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

J. CURTIS WILLIAMS JR. FAMILY INVESTMENTS, LLC

5. If not effective on the date of filing, enter the effective date: not applicable.

Signed this 15th day of May, 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: J. Curtis Williams, Jr.
Printed Name: J. Curtis Williams, Jr. Title: Manager

Signature of Member or Authorized Representative: Cathy D. Williams
Printed Name: Cathy D. Williams Title: Manager

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

Signature: J. Curtis Williams, Jr.
Printed Name: J. Curtis Williams, Jr. Title: General Partner

Signature: Cathy Williams
Printed Name: Cathy Williams Title: General Partner

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida limited partnership:

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)

ARTICLES OF ORGANIZATION
OF
J. Curtis Williams, Jr. Family Investments, LLC

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned being authorized to execute and file these Articles, adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is the J. Curtis Williams, Jr. Family Investments, LLC.

ARTICLE II - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 2414 Pretty Bayou Drive, Panama City, Florida 32405.

ARTICLE III - DURATION

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

ARTICLE IV - PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - MANAGEMENT

The Limited Liability Company shall be manager managed. The initial manager(s), who shall serve until the earlier of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be:

Cathy Williams
J. Curtis Williams, Jr.

ARTICLE VI - CLASSES OF MEMBERS

Unless otherwise provided in the Members Operating Agreement, the Limited Liability Company shall have two classes of members (Class A and Class B) with voting rights as set forth in that Agreement. Ownership shall be measured in Units and this Limited Liability Company shall be authorized to issue 200 Class A Units and 100,000 Class B Units.

ARTICLE VII - MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member.


ARTICLE VIII - CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company may continue the business of the Company.

ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company is J. Curtis Williams, Jr., 2414 Pretty Bayou Drive, Panama City, FL 32405.

IN WITNESS WHEREOF, the undersigned, as the authorized representative of a member of the company, has executed these Articles of Organization on this 15th day of May, 2011.


J. CURTIS WILLIAMS, JR.

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

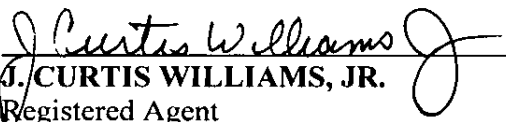
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

J. Curtis Williams, Jr., having been named as registered agent to accept service of process for **J. Curtis Williams, Jr. Family Investments, LLC**, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered Office: 2414 Pretty Bayou Drive, Panama City, FL 32405

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent as provided for in the Florida Statutes.

DATED this 15th day of May, 2011.


J. CURTIS WILLIAMS, JR.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA