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#### PETERSON & MYERS, P.A.

ATTORNEYS AT LAW . SINCE 1948

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February 23, 2012

#### VIA FAX #850/245-6066

Department of State
Division of Corporations
ATTN: KAREN SALY

RE: GJH, LLC

(Attachment – 1 Page to follow)

Dear Karen:

Pursuant to my telephone conversation with you, attached please find the executed Certificate of Conversion for Florida Partnership into Limited Liability Company.

If you have any questions or comments, or if anything further is needed, please let me know; otherwise, please forward the certified copy to me at the above Winter Haven address.

Sincerely,

Sackie S. Hoverkamp

Legal Assistant to Thomas B. Putnam, Jr.

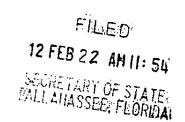
JOSHUA K, BROWN

PHILIP H. BUSH



....

# CERTIFICATE OF CONVERSION FOR FLORIDA PARTNERSHIP INTO "LIMITED LIABILITY COMPANY"



This Certificate of Conversion is submitted to convert the following Florida Partnership into a "Limited Liability Company" in accordance with Section 620.8914, Florida Statutes.

1. The name of the Florida Partnership converting into the "Limited Liability Company" is:

Roe Brothers. #GP/200000202

2. The name of the "Limited Liability Company" is:

#### GJH LLC.

- 3. The "Limited Liability Company" is a limited liability company organized, formed and incorporated under the laws of Florida.
- 4. The above referenced Florida Partnership has converted into a "Limited Liability Company" in compliance with Chapter 620 of the Florida Statutes and the conversion complies with the applicable laws governing the "Limited Liability Company".
- 5. The plan of conversion was approved by the converting Florida Partnership in accordance with Chapter 620 of the Florida Statutes and as required by the governing law of the "Limited Liability Company".
- 6. The conversion was effective under the laws governing the "Limited Liability Company" upon the filing of this Certificate of Conversion with the Florida Department of State.

GJE LLC, a Florida limited liability company

By: ( Son M)

Its Managing Member

SIGNATURES OF GENERAL PARTNERS OF ROE BROTHERS, A FLORIDA GENERAL

PARTNERSHIP:

William G. Roe, II

Quentin J. Roe

Morgan H. Roe

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SECHE FARY OF STATE

FALLAHASSEE: FLORIDA:

# ARTICLES OF ORGANIZATION FOR GJH LLC, A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

#### ARTICLE I Name

The name of this Company shall be GJH LLC.

#### ARTICLE II <u>Duration</u>

The term of existence of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

# ARTICLE III Mailing Address

The mailing address is Post Office Box 900, Winter Haven, Florida 33882. The street address is 500 Avenue R, S.W., Winter Haven, Florida 33880.

# ARTICLE IV Registered Agent and Office

The name and street address of the initial registered agent and office for this Company is as follows: Quentin J. Roe, 500 Avenue R, S.W., Winter Haven, Florida 33880.

# ARTICLE V Admission of Additional Members; Terms and Conditions of such Admissions

Additional Members may be admitted upon unanimous consent of the Member(s) of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

### ARTICLE VI Right to Continue Business

If, but for the exercise of the right to continue the Company's business, as specified below, the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, shall cause the dissolution of the Company, then the business of the Company shall continue (without dissolution) if elected in writing within ninety (90) days of the occurrence of such event by any remaining Member.

#### ARTICLE VII Management by Members

The Company will be managed by its Member(s).

#### ARTICLE VIII Operating Agreement of Company

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Member(s).

#### ARTICLE IX <u>Informal Action of Members</u>

Any action of the Member(s) may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Company as part of its records.

# ARTICLE X <u>Transferability of Member's Interest</u>

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand this 7<sup>12</sup>day of January, 2012.

February

QUENTIN J. ROE

STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this day of January, 2012, by QUENTIN J. ROE, who [] is personally known to me or [] produced as identification.

(SEAL)

ALONDA JAN SHIRA Commission # DD 853382 Expires February 17, 2013 Bodel Tex Tray Fain Instance 201385-7118 Print Name of Notary
My Commission Expires:

#### STATEMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for GJH LLC, a Florida limited liability company, 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 in Chapter 608, Florida Statutes.

OUENTIN J. ROE

STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this day of Jenuary, 2012, by QUENTIN J. ROE, who [] is personally known to me or [] produced as identification.

(SEAL)

ALONDA JAN SHIRA
Commission # DD 853382
Expires February 17, 2013
Booked Tire Tray February 800685-7019

Print Name of Notary

My Commission Expires:

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