

#L12000113556

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

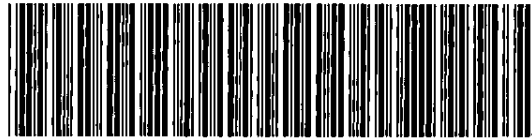
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12 AUG 31 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
SEP - 5 2012

Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. S + P USA Ventilation  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☒ Limited Liability  
☐ Domestication  
☒ Other Conversion

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 4, 2012

HOLLAND & KNIGHT

SUBJECT: S&P USA VENTILATION SYSTEMS, INC.  
Ref. Number: V03883

We have received your document for S&P USA VENTILATION SYSTEMS, INC. and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

If you have any questions concerning the filing of your document, please call (850) 245-6870.

Karen A Saly  
Regulatory Specialist II

Letter Number: 312A00022327

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

Pursuant to Section 607.1112 and 608.439, Florida Statutes, S&P USA Ventilation Systems, Inc., a Florida corporation, ("SPUVSI") hereby submits the attached Articles of Organization and this Certificate of Conversion to convert the Corporation into S&P USA Ventilation, LLC, a Florida limited liability company ("SPUVSL"):

1. SPUVSI has been converted into a Florida limited liability company in accordance with the Florida Business Corporation Act and the conversion complies with the Florida Limited Liability Act.
2. The Plan of Conversion was approved by SPUVSI in accordance with the Florida Business Corporation Act and there are no general partners of the surviving entity.
3. SPUVSL has agreed to pay any shareholders of SPUVSI having appraisal rights the amount to which they are entitled pursuant to Sections 607.1301 through 607.1333, Florida Statutes.
4. The name of SPUVSI immediately prior to filing this document was S&P USA Ventilation Systems, Inc.
5. The date on which and the jurisdiction in which SPUVSI was first created or otherwise came into being are:
  - A. Date: January 3, 1992
  - B. Jurisdiction: Florida
6. The name of the limited liability company as set forth in the attached Articles of Organization is S&P USA Ventilation Systems, LLC.
7. The conversion will be effective as of the date of filing of this Certificate of Conversion with the Secretary of State.

S&P USA VENTILATION SYSTEMS, INC.

By: Deborah A. Forsberg  
Name: DEBORAH A. FORSBERG  
Its: Secretary

S&P USA VENTILATION SYSTEMS, LLC

BY: Deborah A. Forsberg  
Deborah A. Forsberg,  
its authorized representative

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Christopher G. Commander  
Florida Bar No. 0082228  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

**ARTICLES OF ORGANIZATION  
FOR  
S&P USA VENTILATION SYSTEMS, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I – Name**

The name of the limited liability company is S&P USA Ventilation Systems, LLC (the “Company”).

**ARTICLE II – Address**

The mailing address of the principal office of the Company is:

6393 Powers Avenue  
Jacksonville, FL 32217

The street address of the principal office of the Company is:

6393 Powers Avenue  
Jacksonville, FL 32217

**ARTICLE III – Continuation of Limited Liability Company**

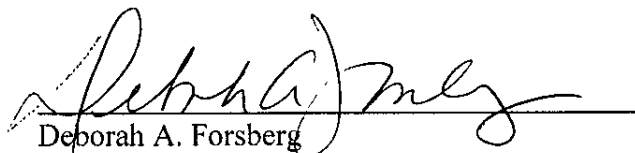
So long as the Company continues have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

**ARTICLE IV – Registered Agent and Office**

The name and street address of the Company’s initial registered agent for service of process in the state is:

Deborah A. Forsberg  
6393 Powers Avenue  
Jacksonville, FL 32217

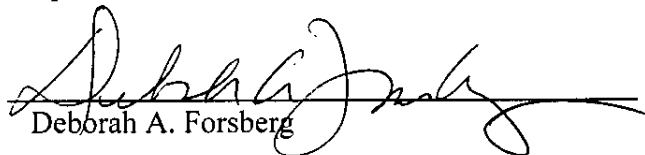
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 30th day of August, 2012.

  
Deborah A. Forsberg  
Authorized Representative

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Date: August 30, 2012

  
Deborah A. Forsberg

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