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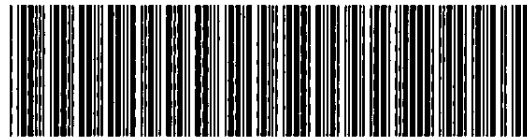
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10/29/12--01013--002 **232.50

EFFECTIVE DATE 11/1/2012

FILED
12 OCT 29 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

RICHARD E. STRAUGHN
MARK G. TURNER
BRIAN J. KNOWLES

JACK STRAUGHN
(1925-2000)

October 24, 2012

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

11/1/2012

RECEIVED
TALLAHASSEE, FLORIDA
12 OCT 23 PM 1:45

RE: EMMETT & AROST GROVES, a Florida General Partnership/
Conversion to limited liability company
EMMETT & AROST GROVES, LLC
Our File No.: 11091/0001

Dear Sir:

Enclosed for filing, please find the following, incident to the above matter:

1. Original Certificate of Conversion for Florida Partnership Into Florida Limited Liability Company;
2. Original and one (1) copy of the Articles of Organization for Florida Limited Liability Company, together with the Registered Agent form;
3. My firm's check in the total amount of \$232.50 made payable to the Florida Department of State, which represents the filing fee of \$25.00 for the filing fee for the Certificate of Conversion, plus \$52.50 for a certified copy of the Certificate, together with which represents the filing fee of \$125.00 for the articles and the designation of agent, plus the cost of a certified copy of \$30.00; and
4. Stamped envelope for return of the certified copy to me.

Please note the following E-mail address, to be utilized relative to future annual report notifications for the new LLC:

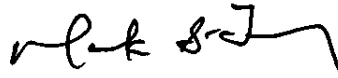
emmettproperties@verizon.net

Florida Department of State
Division of Corporations
October 24, 2012
Page 2

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN & TURNER, P.A.



MARK G. TURNER

MGT/djb

Enclosures

cc: Keith Emmett

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FILED
12 OCT 29 PM 1:45
STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 11/1/2012

12 OCT 29 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

FOR

Florida Partnership

Into

"Other Organization"

This Certificate of Conversion is submitted to convert the following **Florida Partnership** into an **"Other Organization"** in accordance with s. 620.8914, Florida Statutes, and s. 608.439, Florida Statutes.

1. The name of the Florida Partnership converting into the "Other Organization" is:

EMMETT & AROST GROVES, a Florida general partnership, commencing on December 25, 1989 and registered with the Florida Department of State on or about June 25, 1993.

GP0500002776

2. The name of the "Other Organization" is:


EMMETT & AROST GROVES, LLC

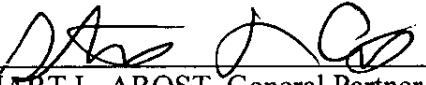
3. The "Other Organization" is a limited liability company, organized, formed or incorporated under the laws of the State of Florida.

4. The above referenced Florida Partnership has converted into an "Other Organization" in compliance with Chapter 620, F.S., and the conversion complies with the applicable laws governing the "Other Organization."

5. The plan of conversion was approved by the converting Florida Partnership in accordance with Chapter 620, F.S., and as required by the governing law of the "Other Organization."

6. This conversion will be effective under the laws governing the "Other Organization" on: November 1, 2012.


DAVID KEITH EMMETT, General Partner
of Emmett & Arost Groves, a Florida
general partnership


STUART L. AROST, General Partner
of Emmett & Arost Groves, a Florida
general partnership

David Keith Emmett and Stuart L. Arost
are also signing on behalf of EMMETT &
AROST GROVES, LLC, the resulting entity.

EFFECTIVE DATE 11/1/2012

**ARTICLES OF ORGANIZATION
OF
EMMETT & AROST GROVES, LLC**

FILED
12 OCT 29 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – EFFECTIVE TIME AND DATE

These Articles of Organization shall become effective as of November 1, 2012.

ARTICLE II - NAME

The name of this Limited Liability Company is EMMETT & AROST GROVES, LLC. This Limited Liability Company was formerly known as Emmett & Arost Groves, a Florida general partnership, which partnership is being converted to a Limited Liability Company pursuant to Section 620.8914 Florida Statutes (2011).

ARTICLE III - ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address of this Limited Liability Company is: 318 South Scenic Highway, Suite 104, Lake Wales, Florida 33853, and the principal place of business for this company shall be: 318 South Scenic Highway, Suite 104, Lake Wales, Florida 33853.

ARTICLE IV - DURATION

The period of duration for the Limited Liability Company shall be perpetual existence, unless sooner dissolved according to law.

ARTICLE V - PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, and rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity of under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and communities

of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by unanimous consent of the members set forth herein. Any contributions required of new members shall be determined at the time of a new member's admission to this Limited Liability Company. A member's interest in this Limited Liability Company may not be sold or otherwise transferred, either voluntarily or involuntarily, except with the unanimous written consent of all members.

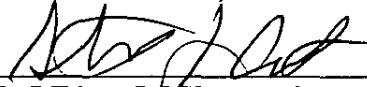
ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon 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 this Limited Liability Company, the remaining members shall have the right to continue the business upon obtaining the unanimous consent of all such remaining members.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribing members, do make and file these Articles of Organization for the purposes expressed, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals, this 24th day of October, 2012.



D. KEITH EMMETT, Member



STUART L. AROST, Member

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

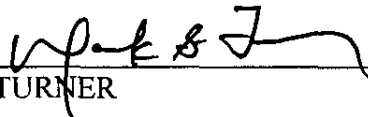
PURSUANT TO the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is **EMMETT & AROST GROVES, LLC.**

2. The name and the Florida street address of the registered agent are:

MARK G. TURNER
255 Magnolia Avenue, Southwest
Winter Haven, Florida 33880

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 said 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.



MARK G. TURNER