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TALLAHASSEE, FLORIDA

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AUG 22 2014  
D. BRUCE



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SUITE 1400  
ORLANDO, FLORIDA 32801  
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DIRECT LINE: 407-839-4200  
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July 18, 2014

**PERSONAL AND CONFIDENTIAL**

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

RE: Toochinda Family Partnership, Ltd.

Dear Clerk:

Enclosed for filing are the following documents necessary to convert the above-referenced Corporation to a limited liability company:

1. Certificate of Conversion; and
2. Articles of Organization.

Also enclosed is our check in the amount of \$177.50 to cover the cost associated with this filing. Once filed, please forward confirmation of such filing to our office in the self-addressed stamped envelope provided.

Should you have any questions or comments, please contact our office.

Sincerely,

BROAD AND CASSEL

Brenda L. Shields, Legal Assistant to  
Scott G. Miller

SGM/bls  
Enclosures

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF CONVERSION FOR  
THE TOOCHINDA FAMILY PARTNERSHIP, LTD.  
TO  
THE TOOCHINDA FAMILY PARTNERSHIP, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida limited partnership to a Florida limited liability company.

1. THE TOOCHINDA FAMILY PARTNERSHIP, LTD. (the "Partnership") has been converted to THE TOOCHINDA FAMILY PARTNERSHIP, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Partnership shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by all shareholders and directors of the Partnership and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute §607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 855 East Sandpiper Street, Apopka, FL 32712.

5. The name of the Partnership immediately prior to the filing of this Certificate of Conversion is THE TOOCHINDA FAMILY PARTNERSHIP, LTD., organized under the laws of the State of Florida on January 11, 2005.

6. The name of the LLC, as set forth in the attached Articles of Organization is THE TOOCHINDA FAMILY PARTNERSHIP, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §607.1301-607.1333.

**(SIGNATURES ON FOLLOWING PAGE)**

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TALLAHASSEE, FLORIDA

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DATED this 17<sup>th</sup> day of July, 2014.

THE TOOCHINDA FAMILY PARTNERSHIP,  
LTD.

By its General Partner, the TOOCHINDA LIMITED  
COMPANY

By: Panitda Toochinda  
Panitda Toochinda, Managing Member

**MEMBERS:**

PICHAJ TOOCHINDA TRUST dated October 2,  
1996, as amended and restated

By: [Signature]  
PICHAJ TOOCHINDA, co-Trustee

By: Panitda Toochinda  
PANITDA TOOCHINDA, co-Trustee

PANITDA TOOCHINDA TRUST dated October 2,  
1996, as amended and restated

By: Panitda Toochinda  
PANITDA TOOCHINDA, co-Trustee

By: [Signature]  
PICHAJ TOOCHINDA, co-Trustee

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TALLAHASSEE FLORIDA

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## ARTICLES OF ORGANIZATION

### OF

## THE TOOCHINDA FAMILY PARTNERSHIP, LLC

The undersigned, acting as the organizer of THE TOOCHINDA FAMILY PARTNERSHIP, LLC under the Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

### ARTICLE I - Name

The name of the limited liability company is THE TOOCHINDA FAMILY PARTNERSHIP, LLC (the "Company").

### ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 855 East Sandpiper Street, Apopka, FL 32712.

### ARTICLE III - Duration

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

### ARTICLE IV - Management

The Company is to be managed by its managers, and the name and address of the initial managers until the first annual meeting of members or until their successor(s) are elected and qualified are:

<u>Name</u>	<u>Address</u>
Pichai Toochinda	855 East Sandpiper Street Apopka, FL 32712
Panitda Toochinda	855 East Sandpiper Street Apopka, FL 32712

### ARTICLE V - Admission of Additional Members

The Company shall admit new Members only upon the written consent of all existing Members of the Company.

### ARTICLE VI - Adoption of Operating Agreement

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 605, Fla. Stat.

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## ARTICLE VII - Initial Registered Agent and Office

The initial registered agent for the Company shall be B & C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., a Florida corporation, and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1400, Orlando, FL 32801.

## ARTICLE VIII - Amendments

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

## ARTICLE IX - Indemnification

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

## ARTICLE X - Continuation of Business

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, 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 WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization as of this 17th day of July, 2014.

  
\_\_\_\_\_  
Scott G. Miller, Authorized Representative

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CLERK OF THE COURT  
JULIA H. ASHLEY, CLERK  
JULIA H. ASHLEY, CLERK

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

PURSUANT TO THE PROVISIONS OF SECTION 605, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

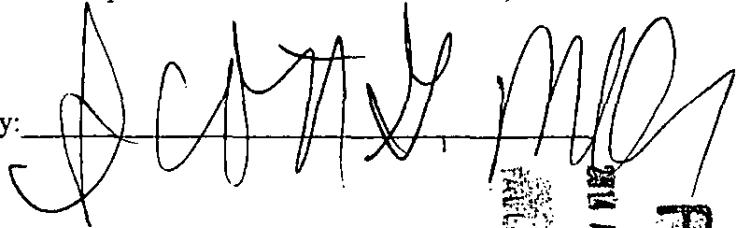
1. The name of the limited liability company is THE TOOCHINDA FAMILY PARTNERSHIP, LLC.
2. The name and address of the registered agent and office is:

B & C Corporate Services of Central Florida, Inc.  
390 North Orange Avenue  
Suite 1400  
Orlando, FL 32801

Having been designated as the Registered Agent for THE TOOCHINDA FAMILY PARTNERSHIP, LLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 605, Florida Statutes.

B & C Corporate Services of Central Florida, Inc.

By: \_\_\_\_\_



Dated this 17th day of July, 2014.

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