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June 26, 2015

Michelle Milligan  
Department of State, Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Kern Family LLC

Dear Michelle:

Pursuant to our conversation, we are enclosing the following documents in connection with Kern Family, LLC.

1. Articles of Dissolution of Kern Family, LLC;
2. Statement of Conversion for Kern Family Limited Partnership, L.L.L.P., a Colorado Limited Liability Limited Partnership into Kern Family, LLC, a Florida Limited Liability Company;
3. Articles of Organization for Kern Family, LLC; and
4. Check # 052606 for the filing fee for the Articles of Dissolution. The Division of Corporations previously deposited our other check in the amount of \$150.00 which represents the LLC filing fee and conversion.

Please feel free to call us with any questions you may have.

Very truly yours,

JOHNSON, POPE, BOKOR,  
RUPPEL & BURNS, LLP

Thomas D. Sims, Esq.

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 7, 2015

KERN FAMILY, LLC

1145 RED MAPLE CIRCLE NE  
ST PETERSBURG, FL 33703

SUBJECT: KERN FAMILY, LLC  
Ref. Number: W15000032370

We have received your document for KERN FAMILY, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Justin M Shivers  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 715A00009516

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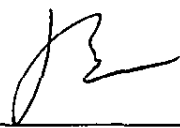
WRITTEN ACTION IN LIEU OF  
SPECIAL MEETING OF THE MANAGER AND THE MEMBER  
OF  
KERN FAMILY, LLC

15 JUN 29 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the Manager and the Member of Kern Family, LLC, a Florida limited liability company (the "Company"), acting without meeting pursuant to its Operating Agreement and in accordance with the provisions of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, hereby consent to and adopt the following preambles, resolutions and actions:

1. RESOLVED, that this Written Action shall be in lieu of a special meeting of the Manager and the Member of the Company.
2. WHEREAS, it is in the best interest of the Company that it be dissolved and that (if applicable) all remaining assets of the Company be distributed pursuant to the following Plan of Liquidation:
  - (A) Beginning on the date of the adoption of this Plan of Liquidation, the Company shall wind up its affairs, and shall pay or provide for its liabilities;
  - (B) The Company shall distribute the assets of the Company, subject to any remaining liability, to the Member in redemption and cancellation of all the outstanding membership interests of the Company based on the Member's pro rata percentage interest in the Company; and
  - (C) The Company shall take all appropriate and necessary action to dissolve the Company under Florida law.
3. RESOLVED, that the Company shall take all appropriate and necessary action to waive its one hundred twenty (120) day right to revoke the dissolution under Section 605.0708, Florida Statutes.
4. RESOLVED, that facsimile and/or electronically transmitted portable document format (pdf) copies of signatures and/or counterpart signatures shall be considered for all purposes, part of the original Written Action.

DATED this 25 day of June, 2015.

  
\_\_\_\_\_  
John E. Kern, Member and Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles  
~~Statement~~ of Conversion  
for  
Kern Family Limited Partnership, L.L.L.P.  
a Colorado Limited Liability Limited Partnership  
into  
Kern Family, LLC,  
a Florida Limited Liability Company

Kern Family Limited Partnership, L.L.L.P., a limited liability limited partnership organized under the laws of the State of Colorado (the "Partnership"), hereby delivers for filing with the Florida Department of State these Articles of Conversion to become a Florida limited liability company pursuant to Section 605.1045, Florida Statutes.

1. The name of the converting Colorado limited liability limited partnership is "Kern Family Limited Partnership, L.L.L.P." Its principal office address is 5838 9<sup>th</sup> Avenue North, St. Petersburg, Florida 33710. Its Colorado Secretary of State ID number is as follows: 20021114499. 9/24/14

2. The name of the converted entity is "Kern Family, LLC" (the "Florida LLC") and it is formed as a limited liability company under the laws of the State of Florida. Its principal address is 5838 9<sup>th</sup> Avenue North, St. Petersburg, Florida 33710.

3. The conversion was approved by the Partnership in accordance with applicable provisions of Colorado law. The conversion was also approved by each partner of the Partnership, including those partners (if any) who will have interest holder liability under Section 605.1043(1)(b), Florida Statutes, and whose approval is required.

4. The Articles of Organization of the Florida LLC are attached hereto as Exhibit A.

5. The Florida LLC has agreed to pay to the members of any limited liability company with appraisal rights that would be triggered by this conversion the amount to which such members are entitled under Sections 605.1006 and 605.1061 – 605.1072, Florida Statutes.

6. The conversion shall be effective upon the acceptance and filing by the Florida Department of State of these Articles of Conversion or, if later, the date on which the Colorado Secretary of State accepts and files a Statement of Conversion pertaining to the conversion described herein.

Signed this 25 day of June, 2015.

KERN FAMILY LIMITED PARTNERSHIP,  
L.L.L.P.

By: 

John E. Kern, General Partner

Exhibit A

[See attached]

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
KERN FAMILY LLC**

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the "Company") shall be:

**KERN FAMILY LLC**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and mailing address of the Company shall be:

1145 Red Maple Circle NE  
St. Petersburg, FL 33703

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 1145 Red Maple Circle NE, St. Petersburg, FL 33703, and the initial registered agent of the Company at such office shall be John E. Kern. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE IV**

**Management**

The Company is a manager-managed limited liability company. The name and street address of the initial manager of the Company shall be:

John E. Kern  
1145 Red Maple Circle NE  
St. Petersburg, FL 33703

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TALLAHASSEE, FLORIDA

## ARTICLE V

### Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles of Organization or contrary to the laws of the State of Florida or of the United States.

## ARTICLE VI

### Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 605.0201, Florida Statutes, has executed these Articles of Organization for the uses and purposes herein stated, this 25 day of June 2015.

By: 

John B. Kern, Authorized Representative

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TALLAHASSEE, FLORIDA



**KERN FAMILY LLC**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 25 day of June 2015.



\_\_\_\_\_  
John E. Kern, Registered Agent

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