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(Requestor's Name)

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(City/State/Zip/Phone #)

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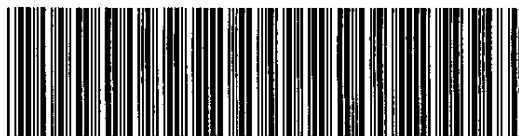
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

• OCT - 1 2015

SMITH HULSEY & BUSEY

September 22, 2015

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

Re: Conversion of Harthill, Inc.

Dear Sir or Madam:

Enclosed are the following documents to convert Harthill, Inc., a Florida corporation, into Harthill, LLC, a Florida limited liability company:

1. Certificate of Conversion;
2. Articles of Organization; and
3. Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is a check in the amount of \$150.00 for the filing fee. Please call me at (904) 359-7810 if you have any questions regarding this filing.

Sincerely,


Joni A. Bonnell

Enclosures

00910711.DOC

ATTORNEYS

225 WATER STREET, SUITE 1800 • P.O. BOX 53315 • JACKSONVILLE, FL 32201-3315
OFFICE 904.359.7700 • FAX 904.359.7708 • FEDERAL ID 59-2100518

ARTICLES OF CONVERSION

for the conversion of

HARTHILL, INC.
a Florida Corporation

into

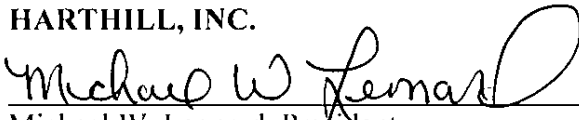
HARTHILL, LLC
a Florida Limited Liability Company

These Articles of Conversion and the attached Articles of Organization are submitted for the conversion of Harthill, Inc., a Florida Corporation (the "Corporation") into Harthill, LLC, a Florida Limited Liability Company (the "Company") in accordance with §605.1045, Florida Statutes.

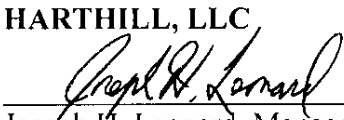
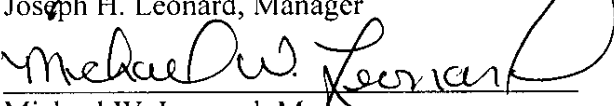
1. The name of the Corporation immediately prior to the filing of this Articles of Conversion is Harthill, Inc.
2. The Corporation was first incorporated under the laws of the State of Florida on March 19, 1975.
3. The name of the Limited Liability Company as set forth in the attached Articles of Organization is Harthill, LLC, a limited liability company organized under the laws of the State of Florida.
4. The Corporation has converted into the Limited Liability Company in compliance with Chapters 605 and 607, Florida Statutes.
5. The Plan of Conversion has been approved in accordance with §605.1041-605.1046, Florida Statutes.
6. This Articles of Conversion shall be effective as of the date of filing.

Signed this 3 day of September, 2015.

HARTHILL, INC.


Michael W. Leonard, President

HARTHILL, LLC


Joseph H. Leonard, Manager

Michael W. Leonard, Manager

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
HARTHILL, LLC**

The undersigned organizer, who is the authorized representative of Harthill, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Harthill, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street and mailing address of the principal office of the Company are 23524 Buddy Clemmons Road NE, Blountstown, Florida 32424 and P.O. Box 595, Blountstown, Florida 32424.

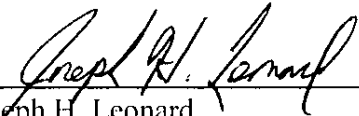
ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Joseph H. Leonard and 23524 Buddy Clemmons Road NE, Blountstown, Florida 32424.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed company. The initial managers shall be Joseph H. Leonard and Michael W. Leonard.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 3 day of September, 2015.



Joseph H. Leonard
Authorized Representative

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

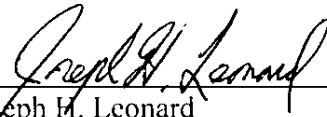
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PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, HARTHILL, LLC, A FLORIDA LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Harthill, LLC.
2. The name and street address of the registered agent are Joseph H. Leonard and 23524 Buddy Clemmons Road NE, Blountstown, Florida 32424.

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, Joseph H. Leonard hereby accepts the appointment as registered agent and agrees to act in this capacity. Joseph H. Leonard further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, Florida Statutes.

Dated this 3 day of September, 2015.



Joseph H. Leonard