

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Terra Management Services LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

David Felice
(Contact Person)
Terra Law Firm, P.A.
(Firm/Company)
4809 Ehrlich Road, Suite 105
(Address)
Tampa, FL 33624
(City, State and Zip Code)
dfelice@terralawfirm.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

David Felice at (813) 374-2363
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 Filing Fees, Certified Copy, and Certificate of Status

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
15 OCT 19 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Terra Management Services, Inc.
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
on 6/17/2008
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Terra Management Services, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: November 1, 2015
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

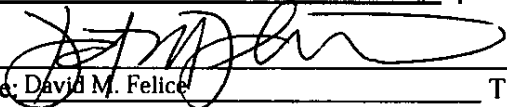
5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 12 day of October 2015.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: David M. Felice Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: 
Printed Name: David M. Felice Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

- Articles of Conversion: \$25.00
- Fees for Florida Articles of Organization: \$125.00
- Certified Copy: \$30.00 (Optional)
- Certificate of Status: \$5.00 (Optional)

**ARTICLES OF ORGANIZATION OF
TERRA MANAGEMENT SERVICES, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, hereby forms a Florida limited liability company (this "Company") and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: Terra Management Services, LLC.

ARTICLE II

Purpose

The purpose of the Company shall be to acquire, hold, sell, exchange, manage, develop and invest in real estate; to engage in the business of property management, community association management, commercial association management, and management consulting; and to do and transact any other business or carry on and perform any other activity for which a limited liability company may be formed under the laws of the State of Florida.

ARTICLE III

Duration

The limited liability company shall have a perpetual duration.

ARTICLE IV

Place of Business

The street address of the principal office of this Company and the mailing address of this Company shall be 4809 Ehrlich Road, Suite 105, Tampa, FL 33624.

ARTICLE III

Resident Agent and Registered Office

The name of the resident agent for this Company shall be Terra Law Firm, P.A., and the street address of the registered office shall be 4809 Ehrlich Road, Suite 105, Tampa, FL 33624.

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15 OCT 19 PM 5:09
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TALLAHASSEE, FLORIDA

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ARTICLE IV
Limitation of Liability

A manager or a managing member shall not be personally liable for monetary damages to the limited liability company, its members, or any other person for any statement, vote, decision, or failure to act regarding management or policy decisions by a manager or a managing member, unless:

(a) The manager or managing member breached or failed to perform the duties as a manager or managing member; and

(b) The manager's or managing member's breach of, or failure to perform, those duties constitutes any of the following:

1. A violation of the criminal law, unless the manager or managing member had a reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe such conduct was unlawful. A judgment or other final adjudication against a manager or managing member in any criminal proceeding for a violation of the criminal law estops that manager or managing member from contesting the fact that such breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the manager or managing member from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that such conduct was unlawful.

2. A transaction from which the manager or managing member derived an improper personal benefit, either directly or indirectly.

3. A distribution in violation of §605.406, F.S.

4. In a proceeding by or in the right of the limited liability company to procure a judgment in its favor or by or in the right of a member, conscious disregard of the best interest of the limited liability company, or willful misconduct.

5. In a proceeding by or in the right of someone other than the limited liability company or a member, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

If, after the filing of these Articles of Organization, the Florida Statutes are amended to authorize action further eliminating or limiting the personal liability of members of limited liability companies, the liability of a member of this limited liability company shall be eliminated or limited to the fullest extent permitted by the Florida Statutes, as so amended. Any repeal, modification or adoption of any provision in these Articles of Organization inconsistent with this Article shall not adversely affect any right or protection of a member of the limited liability company existing at the time of such repeal, modification or adoption.

In accordance with §605.0205(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, F.S.

The undersigned has executed these Articles of Organization this 12th day of October, 2015.



David M. Felice, Member

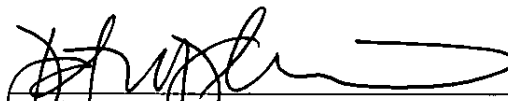
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**ACCEPTANCE OF
REGISTERED AGENT OF
TERRA MANAGEMENT SERVICES, LLC**

Having been named as registered agent and to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization thereof, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of 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 as provided in Chapter 605, F.S.

Terra Law Firm, P.A.

Dated: October 12, 2015



David M. Felice, Esq., President