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**HOLBROOK, AKEL, COLD, RAY & REICHARD, P.A.**

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**JACKSONVILLE, FLORIDA 32202-5059**

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January 13, 2016

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: S. David & Co, Inc.  
Conversion to S. David & Co., LLC  
Check in the amount of \$150

Dear Ladies and Gentlemen:

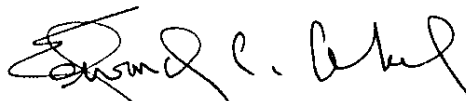
Enclosed are Certificate of Conversion, Articles of Organization and fees submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 605 of the Florida Statutes.

Enclosed is a check in the amount of \$150 for filing fees of \$25 for Conversion and \$125 for Articles of Organization.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned.

Please advise us if you require anything further. Thank you for your assistance and cooperation.

Sincerely yours,



EDWARD C. AKEL

ECA/gp  
Enclosures

## CERTIFICATE OF CONVERSION

OF

S. DAVID & CO., INC.

("Other Business Entity")

INTO

S. DAVID & CO., LLC

(a Florida Limited Liability Company)

16 JAN 15 PM 1:05

This Certificate 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 this Certificate of Conversion is S. DAVID & CO., INC.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of FLORIDA on February 29, 1980.
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated: Not Applicable.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization S. DAVID & CO., LLC.
5. The effective date of this Certificate of Conversion is on filing.

SIGNED this 29 December, 2015.

S. DAVID & CO., INC.

By \_\_\_\_\_

David L. Spencer, Its President

S. DAVID & CO., LLC

By

David L. Spencer, Its Manager

ARTICLES OF ORGANIZATION  
OF  
S. DAVID & CO., LLC

16 JAN 15 PM 3:06  
CLERK OF COURT  
JACKSONVILLE, FLORIDA

The undersigned, intending to form and create a Limited Liability Company, as defined in Chapter 605 of the Florida Statutes, hereby files these Articles of Organization and states:

ARTICLE I  
NAME AND ADDRESS

The name of the Limited Liability Company is S. DAVID & CO., LLC. The principal office address and mailing address are c/o DAVID L. SPENCER, 4856 Victor Street, Suite A, Jacksonville, Florida 32207.

ARTICLE II  
REGISTERED AGENT AND OFFICE

The name and street address of the Limited Liability Company's initial registered agent and office are DAVID L. SPENCER, 4856 Victor Street, Suite A, Jacksonville, Florida 32207.

ARTICLE III  
MANAGEMENT; MANAGERS; OFFICERS

The Limited Liability Company is to be a manager-managed company. The manager or managers (referred to as "Manager") shall be elected and shall hold the offices and have the responsibilities accorded to them by the member or members as provided in the operating agreement or, if there is no Operating Agreement, then as provided by Florida law. The name and address of the initial Manager of this Limited Liability Company are:

DAVID L. SPENCER  
4856 Victor Street, Suite A  
Jacksonville, Florida 322075

In addition to the powers and authority of the Manager as provided under Florida law or under any Operating Agreement for this Limited Liability Company and as provided under Section 605 of the Florida Statutes, the Manager shall have the authority by written resolution or other instrument to delegate to officers or other persons such rights and powers as the Manager deems appropriate to

manage and control the business and affairs of the Company. Such officers may include a President, one or more Vice Presidents, including an Executive Vice President, a Secretary and one or more Assistant Secretaries and a Treasurer. Any such officers elected or appointed shall have the same powers and authority to bind and act on behalf of the Limited Liability Company as do such officers of a corporation under Florida law unless a resolution or other instrument electing or appointing such officer or officers limits or expands the authority.

ARTICLE IV  
ADMISSION OF ADDITIONAL MEMBERS

The members may admit one or more additional members to the limited liability company. Admission of any such additional members shall require the unanimous written consent of all members then having an interest in the company. An assignee of a limited liability company interest in this Limited Liability Company may become a member only if all members other than the member assigning the interest consent. A transferee who is not admitted as a member shall have only the rights of an assignee. An assignee of a membership interest who is not a member shall not be entitled to interfere in the management of this Limited Liability Company's affairs, vote, receive any information of its records or affairs or inspect its books. The assignee shall merely be entitled to receive, in accordance with the terms of the assignment, the distributions to which the assignor otherwise would be entitled.


ARTICLE V  
PURPOSE OF COMPANY

The purpose for which this Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 605 of the Florida Statutes.

ARTICLE VI  
EFFECTIVE DATE AND DURATION

The Limited Liability Company shall be effective on filing and shall have perpetual duration.

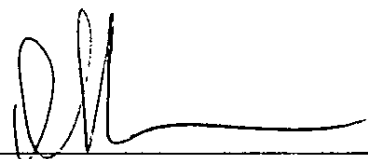
SIGNED by the undersigned as the authorized representative of the member, this 29<sup>th</sup> day of December, 2015.

  
\_\_\_\_\_  
DAVID L. SPENCER

RECEIVED  
JAN 15 PM 1:05  
JACKSONVILLE, FLORIDA

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process as registered agent for the above stated limited liability company, at the place designated in the Articles of Organization of the limited liability company to which this is attached, I hereby accept the appointment as registered agent and I agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open the registered office at the address below.

  
\_\_\_\_\_  
DAVID L. SPENCER  
4856 Victor Street, Suite A,  
Jacksonville, Florida 32207