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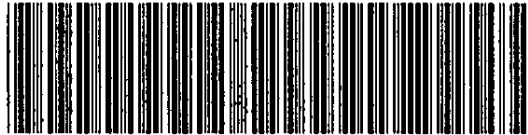
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(Business Entity Name)

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# CRARY ♦ BUCHANAN

## ATTORNEYS AT LAW

EVANS CRARY (1905-1968)  
LARRY E. BUCHANAN (1941-2012)  
EVANS CRARY, JR. ♦  
JAMES L. S. BOWDISH † ♦ ♦  
LAWRENCE EVANS CRARY III  
WILLIAM F. CRARY II † ♦  
R. MICHAEL CRARY  
STEVEN D. BERES ♦  
JENNIFER L. WILLIAMSON ♦  
W. SCOTT TURNBULL  
LINDA L. WEIKSNAR  
JEFFREY J. SAUNDERS  
ELYSSE A. ELDER ♦  
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† BOARD CERTIFIED CIVIL TRIAL LAWYER  
♦ BOARD CERTIFIED IN WILL, TRUSTS  
& ESTATE LAW  
♦ BOARD CERTIFIED IN REAL ESTATE LAW  
♦ FLORIDA SUPREME COURT CERTIFIED  
CIRCUIT  
MEDIATOR  
♦ FLORIDA SUPREME COURT CERTIFIED  
FAMILY MEDIATOR  
♦ FLORIDA SUPREME COURT QUALIFIED  
ARBITRATOR  
♦ OF COUNSEL

May 3, 2016

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

RE: SHANCO, LLC


To whom it may concern:

Enclosed please find the following documents relative to the above Limited Liability Company:

1. Articles of Conversion for Other Business Entity into Florida Limited Liability Company;
2. Articles of Organization of SHANCO II, LLC;
3. Check in the amount of \$185.00 for payment of the Filing Fee (\$25 for Articles of Conversion, \$125 for Articles of Organization, \$30 for Certified Copy and \$5 for Certificate of Status); and
4. Self-addressed, stamped envelope for return of documents.

Should you have any questions or need any additional information, please do not hesitate to contact me at (772) 223-4307.

Sincerely,

  
W. Scott Turnbull  
Enclosures

cc: client


**Articles of Conversion for Other Business Entity into**

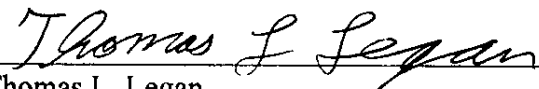
**Florida Limited Liability Company**

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 Fla. Stat. § 605.1045.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is SHANCO, L.L.C.
2. SHANCO, L.L.C. is a limited liability company first organized under the laws of Oklahoma on July 6, 1995.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is SHANCO II, LLC.
4. The plan of conversion was approved by SHANCO, L.L.C. in accordance with all applicable statutes.
5. The effective date of the conversion is the same date as the filing of these articles of conversion.

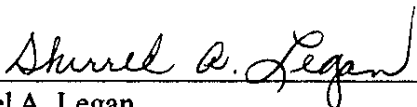
Signed this 27 day of April 2016.

  
\_\_\_\_\_  
W. Scott Turnbull  
Signature of Authorized Representative of SHANCO II, LLC

  
\_\_\_\_\_  
Thomas L. Legan  
Manager of SHANCO, L.L.C.

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TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Sherrel A. Legan,  
Manager of SHANCO, L.L.C.

**ARTICLES OF ORGANIZATION OF  
SHANCO II, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I — Name:**

The name of the limited liability company (hereinafter referred to as the "Company") is "SHANCO II, LLC."

**ARTICLE II — Address:**

The mailing address and street address of the principal office of the Company is 2700 N. Ocean Drive, Unit 2301A, Rivera Beach, Florida 33404.

**ARTICLE III — Registered Agent:**

The name and the Florida street address of the initial registered agent is: W. Scott Turnbull, Crary Buchanan, P.A., 759 S.W. Federal Highway, Suite 106 Stuart, Florida 34994

**ARTICLE IV — Management:**

The Company is a member-managed entity. The managing member is: Thomas L. Legan and Sherrel A. Legan.

**Article V – Classes of Membership**

The Company's Operating Agreement provides for a number of classes of membership that bestow specific rights and obligations on the members of each class, depending on the member's participation in that class. These rights and obligations are unique to each class and may include the right to become a member; vote; receive guaranteed payments or preferential distributions, either upon liquidation or prior to liquidation; the ability to collateralize their membership interest; as well as any obligation to provide additional capital, or guarantee debt. The Operating Agreement may also place restrictions on the ability to control or influence the management of the Company, the timing and payment of distributions, the allocation of profits, losses, and ownership, the transferability of a member's membership interest, including the right to vote that interest, and the liquidation or dissolution of the Company.

**ARTICLE VI — Limitation on Agency Authority of Members:**

Pursuant to Chapter 605 of the Florida Revised Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

## **Article VII – Transferability of Membership Interests**

Except as otherwise provided in the Operating Agreement, no member may transfer all or any part of his or her interest to any person, whether voluntarily, involuntarily or by operation of law, without the prior written consent of all of the members, which consent may be withheld in the sole and absolute discretion of the members. Transfer includes the sale, exchange, pledge, encumbrance or other transfer or disposition by a member of any part of his or her interest, whether for valuable consideration or as a gift. Furthermore, in no event shall any transferee or assignee of an interest have any right to be admitted to the Company as a member, whether or not the transfer was approved by the prior written consent of all of the members. If a transfer of a member's interest is approved by the prior written consent of the members, but the transferee is not admitted to the Company as a member, then the transferee shall have no right to become a member, to participate in the management of the Company, or to exercise any of the rights or powers of a member. The transferee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the transferor was entitled, to the extent assigned, pursuant to the rights and obligations of that class of membership interest as delineated in the Company's Operating Agreement.

## **Article VIII – Distribution of Profits**

Unless otherwise provided in the Company's Operating Agreement, distributions upon liquidation, or prior to liquidation, guaranteed payments for services or guaranteed payments for the use of capital, and any other return of capital, preferential or otherwise, is at the sole and absolute discretion of the Manager, who is not required to be a member, and whose election, appointment, or removal may be restricted by the Operating Agreement, or may require the written consent of all voting members, or of the Manager.

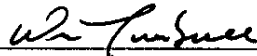
IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 27<sup>th</sup> day of April, 2016.

Thomas L. Legan  
Signature of authorized representative

Thomas L. Legan  
Typed or printed name of signee

### STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 605, Florida Statutes.



Signature of Registered Agent



Typed or printed name of signee