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Date: 6-3-1

ENTITY NAME:

PORT LOGISTICS TAMPA BAY, INC.

****PLEASE FILE THE ATTACHED AND RETURN:****

☒

Plain Copy

Certified Copy

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:****

Document Number: _____

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE/NOTARIAL CERTIFICATION:****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL AMOUNT OWED: 150-

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PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

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

These 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 Section 605.1045, *Florida Statutes* and Section 607.1113, *Florida Statutes*.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: PORT LOGISTICS TAMPA BAY I, INC. (a Florida corporation, Document Number: P15000063666).

2. The "Other Business Entity" is a corporation first organized and formed under the laws of the State of Florida effective July 23, 2015 (Document Number: P15000063666).

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: PORT LOGISTICS TAMPA BAY I, LLC.

4. The effective date of the conversion is the date of filing of these Articles of Conversion.

5. The Plan of Conversion, whereby PORT LOGISTICS TAMPA BAY I, INC. is converted into PORT LOGISTICS TAMPA BAY I, LLC, has been approved in accordance with all applicable Florida Statutes, including, without limitation, Section 607.1112, *Florida Statutes*.

Signed effective as of the 3rd day of June, 2016.

PORT LOGISTICS TAMPA BAY I, INC.,
a Florida corporation

PORT LOGISTICS TAMPA BAY I, LLC,
a Florida limited liability company

By: Allen Huie
Allen Huie, President

By: Allen Huie
Allen Huie, Manager

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**PLAN OF CONVERSION
OF
PORT LOGISTICS TAMPA BAY I, INC.
INTO
PORT LOGISTICS TAMPA BAY I, LLC**

THIS PLAN OF CONVERSION is adopted by Port Logistics Tampa Bay I, Inc., a Florida corporation, effective as of the ____ day of _____, 2016.

ARTICLE I

1.1 Name of Domestic Corporation and Name and Jurisdiction of Other Business Entity to which Domestic Corporation is to be Converted.

Name of Domestic Corporation: **PORT LOGISTICS TAMPA BAY I, INC.**
(the "Corporation")

Name of Other Business Entity: **PORT LOGISTICS TAMPA BAY I, LLC**
(the "LLC")

Jurisdiction of Formation of Other Business Entity: **FLORIDA**

1.2 The Conversion. At the Effective Time, the Corporation shall convert into the LLC (the "Conversion") pursuant to Section 607.1112, *Florida Statutes*, and Section 605.1045, *Florida Statutes*. The Conversion is intended to constitute a "deemed liquidation" of the Corporation pursuant to Section 336 of the Internal Revenue Code of 1986, as amended (the "Code"), followed by a "deemed liquidating distribution" of the net proceeds from the deemed asset sales to the Shareholders of the Corporation pursuant to Section 331 of the Code.

1.3 Effect of Conversion. The Conversion shall have the effects set forth in the Florida Business Corporation Act (the "FBCA") and the Florida Revised Limited Liability Company Act, (the "FRLLCA"), including (without limitation), the following:

(a) The Corporation and the LLC shall be considered the same entity, the Corporation shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the Conversion shall not constitute a dissolution of the Corporation and shall constitute a continuation of the existence of the Corporation in the form of the LLC.

(b) All of the rights, privileges, and powers of the Corporation, and all property, real, personal, and mixed, and all debts due to the Corporation, as well as all other things and causes of action belonging to the Corporation, shall be vested in the LLC and shall thereafter be the property of the LLC as they were of the Corporation, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of the FBCA or the FRLLCA.

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(c) The Conversion shall not affect any obligations or liabilities of the Corporation incurred prior to the Conversion or the personal liability of any person incurred prior to the Conversion, and the LLC shall continue to be responsible and liable for all the liabilities and obligations of the Corporation. All rights of creditors and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the Corporation shall attach to the LLC and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

(d) Any claim existing or action or proceeding pending by or against the Corporation may be continued by the LLC as if the Conversion did not occur.

(e) Neither the rights of creditors nor any liens upon the property of the Corporation shall be impaired by the Conversion.

1.4 **Effective Time.** The parties hereto will file with the Florida Secretary of State (the "Secretary of State") the Articles of Conversion, the Articles of Organization of the LLC and all other necessary documents (the "Conversion Documents"), in such form as required by, and executed in accordance with, the relevant provisions of the FBCA and FRLLCA in order to effect the Conversion. The Conversion shall become effective as of the date of filing of the Conversion Documents (the "Effective Time").

ARTICLE 2

2.1 **Conversion of Shares into Membership Interests.** As of the Effective Time, each of the issued and outstanding shares of the capital stock of the Corporation shall, by virtue of the Conversion and without any action on the part of the holder thereof, be converted into a membership interests in the LLC representing a corresponding percentage of the equity of the LLC. Accordingly, as of the Effective Time, all of the membership interests in the LLC shall be held as follows:

<u>LLC Member</u>	<u>Percentage of Shares in Corporation</u>	<u>Percentage of LLC Membership Interests</u>
Port Logistics, LLC	100%	100%

On or before the Effective Time, each of the holders of the issued and outstanding shares of the capital stock of the Corporation shall deliver to the Corporation the stock certificate that represents the shares held by such holder and shall execute and deliver to the Corporation a stock transfer power transferring such shares to the Corporation.

ARTICLE 3

3.1 **LLC Articles of Organization.** The Articles of Organization of the LLC attached hereto as Exhibit A shall be filed effective as of the Effective Time and shall be the Articles of Organization of the LLC after the Conversion, unless and until such Articles of Organization shall be amended as provided by law.

3.2 **Corporation Organizational Documents.** The Articles of Incorporation and Bylaws of the Corporation shall be canceled as of the Effective Time and thereafter be of no further force or effect.

3.3 **Manager.** The Manager of the LLC as of the Effective Time shall be Port Logistics, LLC.

3.4 **Entity Classification Election.** Effective as of the Effective Time, the LLC shall be classified, for Federal income tax purposes, as a disregarded entity.

ARTICLE 4

4.1 **Amendment.** The Board of Directors of the Corporation may amend this Plan of Conversion prior to the filing of the Articles of Conversion with the Florida Secretary of State; provided, however, that an amendment made subsequent to the approval of this Plan of Conversion by the Shareholders of the Corporation shall be subject to the limitations specified in the FBCA and the FRLICA.

4.2 **Termination.** This Plan of Conversion may be terminated and the Conversion and other transactions herein provided for may be abandoned at any time prior to the filing of Articles of Conversion with the Florida Secretary of State, whether before or after adoption of this Plan of Conversion by the Shareholders of the Corporation, if the Board of Directors of the Corporation determines that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the Corporation.

4.3 **Shareholder Approval.** This Plan of Conversion shall be submitted to the Shareholders of the Corporation for approval prior to the Effective Time.

4.4 **Filing of Conversion Documents.** After obtaining such approval by the Shareholders of the Corporation, the Chief Operating Officer of the Corporation and the Authorized Representative of the LLC are hereby authorized and directed to cause the Conversion Documents and all other required documents to be executed, filed and/or recorded and all other required action to be taken in order to consummate the Conversion as of the Effective Time.

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EXHIBIT A
ARTICLES OF ORGANIZATION OF LLC

(See attached)

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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
Name

The name of this Limited Liability Company is: **Port Logistics Tampa Bay I, LLC**

ARTICLE II
Address

The initial mailing address and street address of the principal office of this Limited Liability Company is:

1800 Pembroke Dr., Suite 300
Orlando, Florida 32810

ARTICLE III
Management

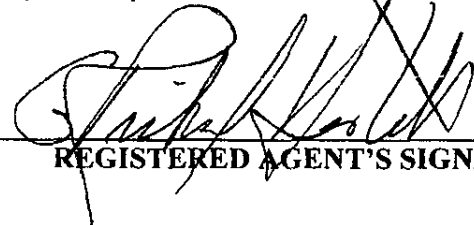
This Limited Liability Company is to be managed by one or more managers and is, therefore, a "manager-managed" limited liability company.

ARTICLE IV
Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the Registered Agent of this Limited Liability Company is:

G. Richard Hostetter
1800 Pembroke Dr., Suite 300
Orlando, Florida 32810

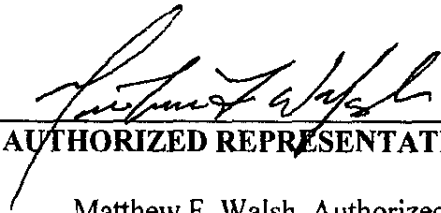
Having been named as registered agent to accept service of process for this limited liability company at the place so designated in these Articles of Organization, the undersigned hereby accepts this appointment and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the undersigned's position as registered agent, as provided for in Chapter 605, Florida Statutes.


REGISTERED AGENT'S SIGNATURE

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In accordance with Section 605.0203(1)(b), Florida Statutes, 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 in Section 817.155, Florida Statutes.


AUTHORIZED REPRESENTATIVE'S SIGNATURE

Matthew F. Walsh, Authorized Representative
Type or printed name of signee

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