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TALLAHASSEE, FLORIDA

DEC 27 2016

T SCHROEDER



1744 N. Belcher Rd., Suite 150  
Clearwater, FL 33765  
Telephone: (727) 726-1514  
Facsimile: (727) 726-9044  
Email: rick@cooksadorf.com

December 22, 2016

**VIA FEDERAL EXPRESS  
OVERNIGHT DELIVERY**

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

**Re: HB WINGATE, LLC**

Ladies and Gentlemen:

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert HB WINGATE, LIMITED PARTNERSHIP, a Nevada limited partnership, into HB WINGATE, LLC, a Florida Limited Liability Company, to be effective **12:01 a.m. January 1, 2017** in accordance with Florida Statutes Section 605.1045.

Please return all correspondence concerning this matter to:

Rick W. Sadorf, Esq.  
Cook Sadorf Law  
1744 N. Belcher Rd., Suite 150  
Clearwater, FL 33765

For further information concerning this matter, please call Rick W. Sadorf, Esq., at (727) 726-1514. Enclosed is a check in the amount of \$150.00 (\$25.00 for conversion and \$125.00 for filing the enclosed Articles of Organization.

Sincerely,

*Rick W. Sadorf*   
Rick W. Sadorf

RWS/sly  
Enclosures  
cc: Mark Blanton

**ARTICLES OF CONVERSION**  
**Of**  
**HB WINGATE, LIMITED PARTNERSHIP, a Nevada Limited Partnership**  
**Into**  
**HB WINGATE, LLC, a Florida Limited Liability Company**

These Articles of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Florida Statute §605.1045.

1. The name of the "Other Business Entity" immediately prior to filing these Articles of Conversion is **HB WINGATE, LIMITED PARTNERSHIP**, a limited partnership, first organized under the law of the State of Nevada on May 11, 1998.

2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **HB WINGATE, LLC**.

3. The effective date of the conversion shall be 12:01 a.m. January 1, 2017.

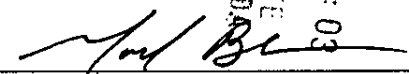
4. The Plan of Conversion has been approved in accordance with the applicable statutes of both the State of Nevada and the State of Florida.

5. The forwarding address where copies of process related to **HB WINGATE, LIMITED PARTNERSHIP**, the Nevada limited partnership being converted, may be sent by the Secretary of State of Florida after conversion is 8108 Old Hixon Road, Suite 110, Tampa, Florida 33626.

The undersigned authorized persons, affirming the facts stated in this document are true, executed these Articles of Conversion this 16 day of December, 2016

**HB WINGATE, LLC, a Florida limited liability company**

By: ALLIANCE FINANCIAL CORPORATION, its Manager

  
By: Mark E. Blanton, President

**HB WINGATE, LIMITED PARTNERSHIP, a Nevada limited partnership**

By: ALLIANCE FINANCIAL CORPORATION, a Nevada corporation, its General Partner

  
By: Mark E. Blanton, President

**ARTICLES OF ORGANIZATION  
OF  
HB WINGATE, LLC**

The undersigned, desiring to form a limited liability company under the provisions of the Florida Limited Liability Company Act, Florida Statutes Chapter 605, (hereinafter the "Act") hereby sets forth the following:

**ARTICLE I  
NAME**

The name of the Limited Liability Company is **HB WINGATE, LLC**, (hereinafter referred to as the "Limited Liability Company").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Limited Liability Company shall be 8108 Old Hixon Rd., Suite 110, Tampa, Florida 33626.

**ARTICLE III  
EFFECTIVE DATE**

The effective date of this filing shall be 12:01 a.m., January 1, 2017

**ARTICLE IV  
PURPOSE**

The purpose of the Limited Liability Company shall be to conduct business for any lawful purpose.

**ARTICLE V  
MANAGEMENT**

The Limited Liability Company shall be managed by a Manager or Managers, as further provided in the Limited Liability Company's Operating Agreement.

**ARTICLE VI  
MANAGER**

The name and address of the initial person authorized to manage and control the Limited Liability Company is:

ALLIANCE FINANCIAL CORPORATION  
8108 Old Hixon Road, Suite 110  
Tampa, FL 33626

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TALLAHASSEE, FLORIDA

**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the Limited Liability Company is:

Rick W. Sadorf of Cook Sadorf Law  
1744 N. Belcher Rd., Suite 150  
Clearwater, Florida 33765.

**ARTICLE VIII**  
**AMENDMENTS**

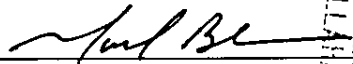
Any amendments to these Articles of Organization shall require approval of a majority of the Members.

**ARTICLE IX**  
**WRITTEN OPERATING AGREEMENT**

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

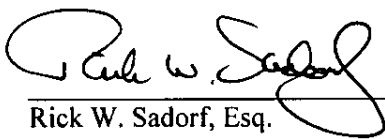
Dated the 16 day of December, 2016.

ALLIANCE FINANCIAL CORPORATION, its  
Manager

  
By: Mark E. Blanton, President

ACCEPTANCE OF REGISTERED AGENT  
OF  
HB WINGATE, LLC

Having been named as Registered Agent and to accept service of process for the above state limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 for in Florida Statutes Chapter 605.

  
Rick W. Sadorf, Esq.  
Cook Sadorf Law  
1744 N. Belcher Rd., Suite 150  
Clearwater, FL 33765

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