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FALLA, BENJAMIN

**GREEN SCHOENFELD & KYLE LLP**  
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**Bruce D. Green**

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Master of Estate Planning

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Of Counsel

**Norman A. Hartman, Jr.**

Of Counsel

March 15, 2017

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

Re: Conversion of Rib City S.B., Inc.

Dear Sir or Madam:

I enclose for filing with the Florida Secretary of State's office a Certificate of Conversion and Articles of Organization for the referenced entity to be effective March 31, 2017.

I also enclose a check in the amount of \$220.00 for following fees and costs:

Articles of Conversion

Filing Fee \$25.00

Certified Copy \$30.00

Certificate of Status \$5.00

Articles of Organization

Filing Fee \$125.00

Certified Copy \$30.00

Certificate of Status \$5.00

Total: \$220.00

GREEN SCHOENFELD & KYLE LLP

March 15, 2017

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Please return the certified copies and certificates of status to me in the enclosed pre-stamped self-addressed envelope.

If you have any questions regarding these documents, please contact me. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bruce D. Green", written in a cursive style.

Bruce D. Green  
For the Firm

BDG/mm  
Enclosures

**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 s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:  
Rib City S.B., 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 July 31, 1998  
(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**:  
Rib City S.B.,LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: March 31, 2017

**(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 calendar 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.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

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TALLAHASSEE, FLORIDA

Signed this 14 day of March 2017

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: Paul D. Peden

Printed Name: Paul D. Peden

Title: Manager

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

Signature: Paul D. Peden

Printed Name: Paul D. Peden

Title: President

Signature: Craig D. Peden

Printed Name: Craig D. Peden

Title: Secretary

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

**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)

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**Articles of Organization**  
**of**  
**Rib City S.B., LLC**  
**A Florida Limited Liability Company**

1. Name. The name of this limited liability company is Rib City S.B., LLC (the "Company"), and it shall be formed as a Florida limited liability company under Chapter 605, Florida Statutes (the "Act").

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.


3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

4. Place of Business. The mailing address of the Company's principal office is 6830 Shoppes at Plantation, Fort Myers, Florida 33912 and the street address of the Company's principal office is 80 W Hancock Bridge Parkway, Cape Coral, Florida 33991.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Bruce D. Green. The street address of the initial registered agent of the Company is 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919.

6. Management of the Company. The Company shall be managed by a manager or managers and is, therefore, a manager-managed company. Paul D. Peden and Craig D. Peden shall serve as the initial Managers of the Company.

The undersigned executed these Articles of Organization effective as of March 31, 2017. In accordance with the Act, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Bruce D. Green, Authorized  
Representative

TALLAHASSEE, FLORIDA

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**Acceptance by Registered Agent**

Having been named Registered Agent and designated to accept service of process for Rib City S.B., LLC, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A handwritten signature in black ink, appearing to read "Bruce D. Green", written over a horizontal line.

Bruce D. Green, Registered Agent

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TALLAHASSEE, FLORIDA