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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

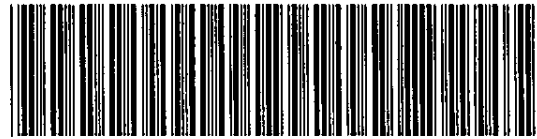
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/28/17--01026--018 \*\*185.00

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17 MAR 28 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 04/01/17

✓ 03/31/17



OCBR Henry Investors LLC

27 March 2017

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

SENT VIA FEDEX

Ref: OCBR Henry Investors LLC  
Federal Employer Identification Number <45-5537220>

Dear Sir or Madame,

Please accept this letter and the enclosed completed Cover Letter, Articles of Conversion, Articles of Organization and our check in the amount of \$185.00 to process our application to convert the OCBR Henry Investors LLC to a Florida State registered entity, effective 01 April 2017.

Please contact me at +1 917 214 4067 or via email at [mdugan@OCBRPartners.com](mailto:mdugan@OCBRPartners.com) should you require any additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael P. Dugan Sr.", followed by a horizontal line.

Michael P. Dugan Sr.  
Managing Partner

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** OCBR Henry Investors LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Mr. Michael P. Dugan Sr.

(Contact Person)

OCBR Investment Holdings LLC

(Firm/Company)

3125 Leeward Lane

(Address)

Naples, Florida 34103

(City, State and Zip Code)

mdugan@ocbrpartners.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Michael P. Dugan Sr at (646) 558-3131

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☐ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☒ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

### STREET ADDRESS:

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

### MAILING ADDRESS:

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

**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:  
OCBR Henry Investors LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LLC (Limited Liability 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 State of Delaware ✓  
on June 1, 2012 ✓  
(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**:

OCBR Henry Investors LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 04/01/2017.

**(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.

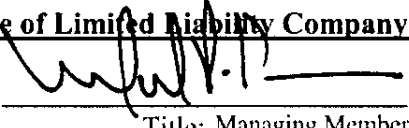
5. The plan of conversion has been approved in accordance with all applicable statutes.

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 27 day of March 2017.

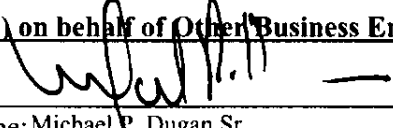
**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: 

Printed Name: Michael P. Dugan Sr

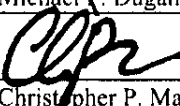
Title: Managing Member

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

Signature: 

Printed Name: Michael P. Dugan Sr

Title: Managing Member

Signature: 

Printed Name: Christopher P. Mahan

Title: Managing Member

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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TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

OCBR Henry Investors LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

## ARTICLE II - Address:

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

### Principal Office Address:

3125 Leeward Lane  
Naples, Florida 34103

### Mailing Address:

3125 Leeward lane  
Naples, Florida 34103

## ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Michael P. Dugan Sr.

Name

3125 Leeward Lane

Florida street address (P.O. Box **NOT** acceptable)

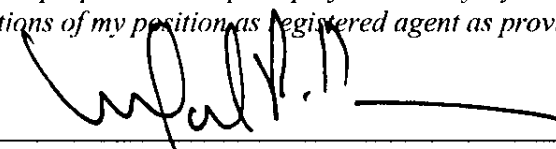
Naples

City

FL 34103

Zip

*Having been named as registered agent and to accept service of process for the above stated 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 Chapter 605, F.S.*



Registered Agent's Signature (REQUIRED)

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TALLAHASSEE, FLORIDA

**ARTICLE IV-**

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

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGR

**Name and Address:**

Michael P. Dugan Sr.

3125 Leeward Lane

Naples, Florida 34103

MGR

Christopher P. Mahan

81 Ridge Road

Tuxedo Park, New York 10987

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: 04/01/2017 . (OPTIONAL)

**(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 calendar days after the date of filing.)**

**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.

**ARTICLE VI:** Other provisions, if any.

Private Equity Investment in The Henry Company, OceanBridge Partners LLC

**REQUIRED SIGNATURE:**

  
**Signature of a member or an authorized representative of a member.**

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.  
I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Michael P. Dugan Sr

Typed or printed name of signee

**Filing Fees**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

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TALLAHASSEE, FLORIDA