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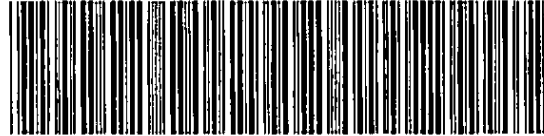
(Business Entity Name)

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T. BURCH
AUG 7 2017



CLARK PARTINGTON

ATTORNEYS AT LAW

Glenn E. Lovett
Direct (850) 432-0759
GLovett@clarkpartington.com

August 2, 2017

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

Re: Casa Sombra, LLC –
Conversion of Alabama Limited Liability Company
to Florida Limited Liability Company

Dear Sir or Madam:

In connection with the above-referenced matter, enclosed are the following:


1. Original and one copy of Articles of Conversion;
2. Original and one copy of Articles of Organization; and
3. Check in the amount of \$180.00 for the following fees:

Filing Fee for Articles of Conversion	\$ 25.00
Filing Fee for Articles of Organization	125.00
Certified Copy Fee	<u>30.00</u>
	\$180.00

Please file these documents as soon as possible and return confirmation of filing and the certified copy in the attached self-addressed, stamped envelope.

Please feel free to give me a call at 850-432-0759 should you have any questions. I appreciate your assistance with this matter.

Best Regards,


Glenn E. Lovett

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**ARTICLES OF CONVERSION
OF
CASA SOMBRA, LLC**

These Articles of Conversion and the attached Articles of Organization are submitted to convert CASA SOMBRA, LLC, an Alabama limited liability company (the "Converting Entity"), into a Florida limited liability company in accordance with Section 605.1045, *Florida Statutes*.

1. The name of the Converting Entity immediately prior to the filing of these Articles of Conversion is Casa Sombra, LLC.

2. The Converting Entity is a limited liability company first organized under the laws of the State of Alabama on December 23, 2009, with entity ID number 441-435.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is Casa Sombra, LLC (the "Converted Entity").

4. The Plan of Conversion has been approved in accordance with all applicable statutes, including all applicable Alabama state law, specifically Sections 10A-1-8 and 10A-5A, Code of Alabama, and Florida state law, specifically Sections 605.1041 - 605.1046 of the Florida Revised Limited Liability Company Act. No members are entitled to appraisal rights as the sole member of the Converting Entity approved the Plan of Conversion and remains the sole member of the Converted Entity.

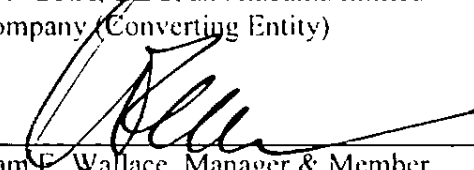
5. The effective date of these Articles of Conversion and the attached Articles of Organization shall be the date of filing with the Florida Department of State.

6. The conversion is permitted by, and complies with all requirements set forth in, Alabama state law, including Sections 10A-1-8 and 10A-5A, Code of Alabama, and Florida state law, including Sections 605.1041 - 605.1046 of the Florida Revised Limited Liability Company Act.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned authorized representative of the Converting Entity and the Converted Entity has executed these Articles of Conversion on the date set forth below.

CASA SOMBRA, LLC, an Alabama limited liability company (Converting Entity)

By: 
William E. Wallace, Manager & Member
Date: July 27, 2017

CASA SOMBRA, LLC, a Florida limited liability company (Converted Entity)

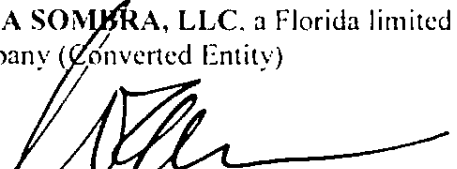
By: 
William E. Wallace, Manager & Member
Date: July 27, 2017

Exhibit A
Articles of Organization

[Attached]

**ARTICLES OF ORGANIZATION
OF
CASA SOMBRA, LLC**

The undersigned, William E. Wallace, a natural person competent to contract and a member of Casa Sombra, LLC, hereby presents these Articles of Organization as the Articles of Organization of Casa Sombra, LLC, a limited liability company formed under the provisions of Chapter 605, *Florida Statutes*.

ARTICLE I - NAME

The name of the limited liability company is Casa Sombra, LLC. This limited liability company is referred to in these Articles of Organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The initial mailing address of the Company is 2074 Milly Branch Road, Pike Road, Alabama, 36064, and the initial street address of the Company's principal office is 36 Garfield Street, Santa Rosa Beach, Florida 32459. The Company may change the mailing address and street address, from time to time, consistent with the Operating Agreement of the Company.

ARTICLE III - PURPOSE AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and shall have all powers and rights which a limited liability company may exercise pursuant to Chapter 605, *Florida Statutes*.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date these Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial registered office of the Company is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent at that address is Corporation Service Company.


ARTICLE VI - MANAGEMENT

The Company shall be managed by one or more managers in accordance with the terms of the Operating Agreement for the Company. The names and addresses of the initial managers of the Company are as follows:

William E. Wallace
2074 Milly Branch Road
Pike Road, Alabama, 36064

Julia M. Wallace
2074 Milly Branch Road
Pike Road, Alabama, 36064

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.


WILLIAM E. WALLACE

Date: July 27, 2017

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Casa Sombra, LLC. I am familiar with and accept the duties and obligations of such designation.

CORPORATION SERVICE COMPANY

By: _____



Harry B. Davis
Asst. Vice President

Its: _____

Date: 8/1, 2017

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