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CLARK PARTINGTON
ATTORNEYS AT LAW

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

September 20, 2017

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

Re: Fair Weather Partners, a Florida General Partnership –
Conversion 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
FAIR WEATHER PARTNERS**

These Articles of Conversion and the attached Articles of Organization are submitted to convert FAIR WEATHER PARTNERS, a Florida general partnership (the "Converting Entity"), into a Florida limited liability company in accordance with Sections 605.1041-1046, *Florida Statutes*.

1. The name of the Converting Entity immediately prior to the filing of these Articles of Conversion is Fair Weather Partners

2. The Converting Entity is a general partnership first registered under the laws of the State of Florida on August 3, 2006, with document number GP0600001545 and Federal EIN 593129956.

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

4. The Plan of Conversion has been approved in accordance with all applicable statutes, including all applicable Florida state law including Sections 620.8912-8915, and Sections 605.1041-1045, *Florida Statutes*. No partners are entitled to appraisal rights as all the partners of the Converting Entity approved the Plan of Conversion and remain all the members 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 applicable requirements set forth in Florida state law including Sections 620.8912-8915, and Sections 605.1041-1045, *Florida Statutes*.

[Signature Page Follows]

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FILED
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

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.

FAIR WEATHER PARTNERS, a Florida general partnership (Converting Entity)

By: 

Thomas W. Springer, Authorized Representative

Date: 9-18, 2017

FAIRWEATHER, LLC, a Florida limited liability company (Converted Entity)

By: 

Thomas W. Springer, Authorized Representative

Date: 9-18, 2017

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**ARTICLES OF ORGANIZATION
OF
FAIRWEATHER, LLC**

The undersigned, Thomas W. Springer, a natural person competent to contract and an authorized representative of Fairweather, LLC, hereby presents these Articles of Organization as the Articles of Organization of Fairweather, 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 Fairweather, 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 and initial principal address of the Company is 5760 Gulf Breeze Parkway, Gulf Breeze, Florida 32563. The Company's mailing address and principal office may hereafter be at such other place or places as its members from time to time may determine.

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 5760 Gulf Breeze Parkway, Gulf Breeze, Florida 32563, and the name of the initial registered agent at that address is Thomas W. Springer.

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 name and address of the initial manager of the Company is as follows:

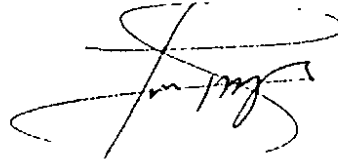
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STATE OF FLORIDA

Thomas W. Springer
5760 Gulf Breeze Parkway
Gulf Breeze, Florida 32563

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

Thomas W. Springer

Date: 9-18, 2017

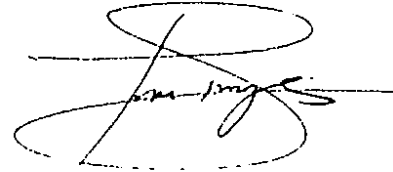


REGISTERED AGENT ACCEPTANCE

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

Thomas W. Springer

Date: 9-18, 2017



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