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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

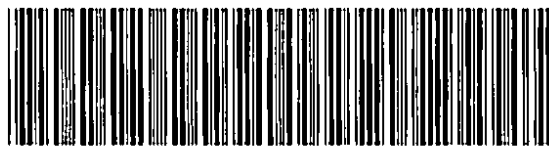
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SECURITY OF STATE
TALLAHASSEE FLORIDA

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SMITH HULSEY & BUSEY

THOMAS R. HECKIN
DIRECT 904.359.7741
THEHECKIN@SMITHHULSEY.COM

November 1, 2017

New Filing Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Conversion of Pope Partners, L.L.P.
Our File No: 12593.019271

Dear Clerk:

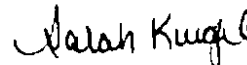
Pursuant to your correspondence (Letter Number 117A00021524) we are resubmitting the enclosed documents to convert Pope Partners, L.L.P., a Florida limited liability limited partnership, into Pope Partners, LLC, a Florida limited liability company:

1. Articles of Conversion;
2. Articles of Organization;
3. Certificate of Designation of Registered Agent/Registered Office.

In compliance with §§ 605.1045 and 620.2104, Florida Statutes, the enclosed Articles of Conversion have been signed by the sole general partner of the converting entity, Pope Partners, L.L.P. The Articles of Conversion shall be effective as of the date of filing.

Also enclosed is a check in the amount of \$25.00 for the remaining filing fee. Please call me at 904-359-7700 if you have any questions regarding this filing.

Sincerely,



Sarah Knight, CP
Paralegal to David J. Hull

/sk

Enclosures: Articles of Conversion
Articles of Organization
Certificate of Designation of Registered Agent
Check No. 91196

00977695.DOCX

ATTORNEYS

225 WATER STREET, SUITE 1800 • P.O. BOX 53315 • JACKSONVILLE, FL 32201-3315
OFFICE 904.359.7700 • FAX 904.359.7708



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 9, 2017

SMITH HULSEY & BUSEY
SARAH KNIGHT, CP
PO BOX 53315
JACKSONVILLE, FL 32201-3315

SUBJECT: POPE PARTNERS, LLC
Ref. Number: W17000085317

We have received your document for POPE PARTNERS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist II

Letter Number: 117A00021524

ARTICLES OF CONVERSION

for the conversion of

POPE PARTNERS, LLLP

a Florida limited liability limited partnership

into

POPE PARTNERS, LLC

a Florida limited liability company

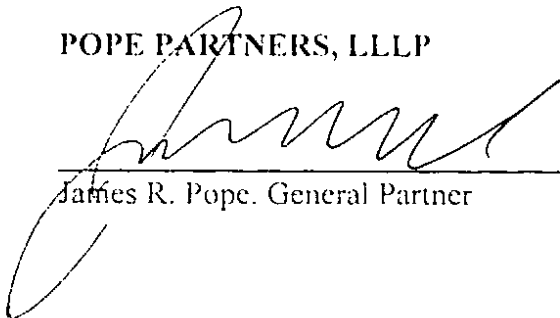
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Articles of Conversion and the attached Articles of Organization are submitted for the conversion of Pope Partners, LLLP, a Florida limited liability limited partnership (the "Partnership") into Pope Partners, LLC, a Florida limited liability company (the "Company") in accordance with §§ 605.1045 and 620.2104, Florida Statutes.

1. The name of the Partnership immediately prior to the filing of these Articles of Conversion is Pope Partners, LLLP.
2. The Partnership is a limited liability limited partnership and was first formed under the laws of the State of Florida on April 28, 2010.
3. The name of the Company, as set forth in the attached Articles of Organization, is Pope Partners, LLC, a limited liability company organized under the laws of the State of Florida.
4. The Partnership has converted into the Company and the Plan of Conversion has been approved in accordance with all applicable provisions of Chapters 605 and 620, Florida Statutes.
5. These Articles of Conversion shall be effective as of the date of filing.
6. All of the partners of the Partnership have waived any appraisal rights under §620.2113-620.2124.

Signed this 17 day of October, 2017.

POPE PARTNERS, LLLP


James R. Pope, General Partner

**ARTICLES OF ORGANIZATION
OF
POPE PARTNERS, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizer, who is the authorized representative of Pope Partners, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Pope Partners, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street and mailing address of the principal office of the Company are 1352 West Beaver Street, Jacksonville, Florida 32209 and P.O. Box 2348, Jacksonville, Florida 32203.

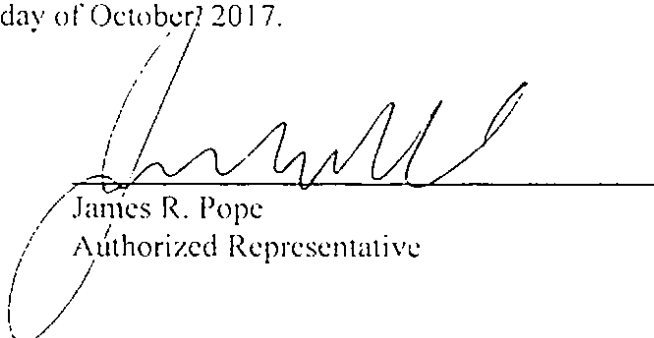
ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Danijela Pope and 1352 West Beaver Street, Jacksonville, Florida 32209.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed company. The initial manager shall be James R. Pope.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on this 17th day of October, 2017.



James R. Pope
Authorized Representative

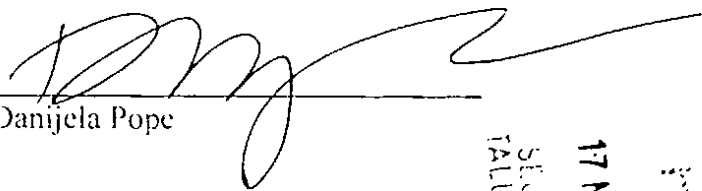
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, POPE PARTNERS, L.L.C. A FLORIDA LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Pope Partners, L.L.C.
2. The name and street address of the registered agent are Danijela Pope and 1352 West Beaver Street, Jacksonville, Florida 32209.

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, Danijela Pope hereby accepts the appointment as registered agent and agrees to act in this capacity. Danijela Pope further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 605, Florida Statutes.

Dated this 17th day of October, 2017.



Danijela Pope

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SECRETARY OF STATE
TALLAHASSEE FLORIDA