

T SCHROEDER

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 7/6/2018

****WALK IN****

ENTITY NAME BNG AMERICA, LLC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXX _____

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$150.00

CHECK # 5020

Please call Tina at the above number for any issues or concerns. Thank you so much!

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:
BNG AMERICA LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on 11/14/2005
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
BNG AMERICA LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 7/6/18
(The effective date: 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.)

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.

FILED
18 JUL -5 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 6th day of July 2018.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: L. Ernest Edgar Jr.
Printed Name: C. ERNEST EDGAR JR. Title: SECRETARY

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

Signature: L. Ernest Edgar Jr.
Printed Name: C. ERNEST EDGAR JR. Title: SECRETARY

Signature: _____
Printed Name: _____ Title: _____

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

Article I. Name

The name of this Florida limited liability company is:
BNG AMERICA LLC

Article II. Address

The street address of the Company's initial principal office is:
BNG AMERICA LLC
4030 West Boy Scout Boulevard, Suite 700
Tampa FL 33607

The mailing address of the Company's initial principal office is:
BNG AMERICA LLC
4030 West Boy Scout Boulevard, Suite 700
Tampa FL 33607

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

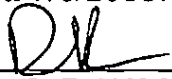
This will be a manager-managed company. The name and address of each manager is:

Martin MacDonald Grant
Euston Tower 286 Euston Road
London, England NW1 3AT
Mark Morant
100 Center Point Circle, Suite 100
Columbia SC 29209
C. Ernest Edgar, IV
4030 West Boy Scout Boulevard, Suite 700
Tampa FL 33607

Article VII. Company Existence

The Company's existence shall begin effective as of July 6, 2018.

The undersigned authorized representative of a member executed these Articles of Organization on 7/6/2018.



CORPORATE CREATIONS INTERNATIONAL INC.
Taide Sanchez Vice President
by Rachel Kauffman as Attorney-in-Fact

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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TALLAHASSEE, FLORIDA

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

BNG AMERICA LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.
Rachel Kauffman, Special Secretary

Date: July 6, 2018.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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