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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: VILLAGE REALTY, 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:

Karen Alvarado

(Contact Person)

SMGQ Law

(Firm/Company)

201 Alhambra Circle, Suite 1205

(Address)

Coral Gables, Florida 33134

(City, State and Zip Code)

kalvarado@smgqlaw.com

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

For further information concerning this matter, please call:

Karen Alvarado

at (305) 377-1000

(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)

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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STREET ADDRESS:

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

MAILING ADDRESS:

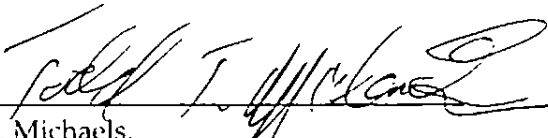
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**CERTIFICATE OF CONVERSION OF
VILLAGE REALTY, INC. INTO
VILLAGE REALTY, LLC**

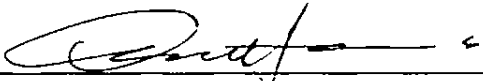
This Certificate of Conversion and the attached Articles of Conversion are submitted to convert **VILLAGE REALTY, INC.**, a corporation organized under the laws of the State of Florida, into **VILLAGE REALTY, LLC**, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 605.1045 and 607.1112, Florida Statutes.

1. **VILLAGE REALTY, INC.**, a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on July 29, 1994, by the filing of Document Number P94000056801.
2. The name of the Florida limited liability company into which **VILLAGE REALTY, INC.** will be converted is **VILLAGE REALTY, LLC**. The Articles of Conversion of **VILLAGE REALTY, LLC** are attached to this Certificate of Conversion as Exhibit A.
3. The Articles of Organization of **VILLAGE REALTY, LLC** are attached to this Certificate of Conversion as Exhibit B.
4. The conversion of **VILLAGE REALTY, INC.**, a Florida corporation, into **VILLAGE REALTY, LLC**, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Revised Limited Liability Company Act, Chapter 605.
5. The Plan of conversion of **VILLAGE REALTY, INC.**, a Florida corporation, into **VILLAGE REALTY, LLC** and the Articles of Conversion were approved by all of the shareholders and directors of **VILLAGE REALTY, INC.**, in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
6. The address of the principal office of **VILLAGE REALTY, LLC** is 5877 SUNNYSLOPE DRIVE, NAPLES, FL 34119. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for **VILLAGE REALTY, LLC** will be 59-3431045, which is the same Federal employer identification number of **VILLAGE REALTY, INC.**
7. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
8. **VILLAGE REALTY, LLC** shall pay any shareholder of **VILLAGE REALTY, INC.** having appraisal rights an amount as set forth in Sections 607.1301 through 607.1333 of the Florida Business Corporation Act. **VILLAGE REALTY, LLC** is, however, wholly owned by Todd Tesone Michaels and appraisal rights are thus not applicable to this transaction.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the
30th day of June, 2018.



Todd T. Michaels,
as President and Sole Shareholder and Director of
VILLAGE REALTY, INC.



TBD VENTURES, LLC, Manager of Village Realty, LLC
David A. Tesone, II, as Manager of TBD Ventures, LLC

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**ARTICLES OF ORGANIZATION FOR
VILLAGE REALTY, LLC**

ARTICLE I - NAME

The name of the limited liability company shall be **VILLAGE REALTY, LLC** (the "Company").

ARTICLE II - ADDRESS

The mailing address of the Company shall be P.O. Box 250, Cheswick, Pennsylvania, 15024. The street address of the principal office of the Company shall be 5877 Sunnyslope Drive, Naples, Florida 34119.

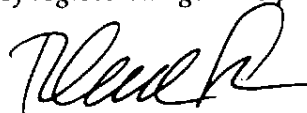
ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Registered Corporate Services LLC, 201 Alhambra Circle, Suite 1205, Coral Gables, Florida 33134.

ARTICLE IV - MANAGEMENT

The Company will be a manager-managed company. The initial manager of the company will be TBD Ventures, LLC, a Florida limited liability company.

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



Registered Corporate Services, LLC



Roland Sanchez-Medina Jr., as authorized representative

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(In accordance with section 605.0203 (1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

EXHIBIT A TO ARTICLES OF CONVERSION

VILLAGE REALTY, INC.
(a Florida profit corporation)

AND

VILLAGE REALTY, LLC
(a Florida limited liability company)

ARTICLES OF CONVERSION

Pursuant to Section 605.1045 of the Florida Revised Limited Liability Company Act and Section 607.1112 of the Florida Business Corporation Act, **VILLAGE REALTY, INC.**, a corporation organized under the laws of the State of Florida on July 29, 1994, and **VILLAGE REALTY, LLC**, a limited liability company organized under the laws of the State of Florida, hereby adopt the following Articles of Conversion:

1. Pursuant to the Plan of Conversion attached hereto as Exhibit A and incorporated herein by this reference, **VILLAGE REALTY, INC.** shall be converted to **VILLAGE REALTY, LLC**, with **VILLAGE REALTY, LLC** being the surviving entity of the Conversion (the "Conversion").

2. The Plan of Conversion, dated June 30th 2018 was unanimously adopted by the Board of Directors of **VILLAGE REALTY, INC.** by resolutions adopted on June 30th 2018, and by the managers of **VILLAGE REALTY, LLC** by resolutions adopted June 30th 2018, and thus has been approved in accordance with Sections 605.1041-605.1046 of the Florida Statutes.

3. The Conversion shall become effective on the date the Articles of Conversion are filed with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Conversion have been executed on behalf of **VILLAGE REALTY, INC.** and **VILLAGE REALTY, LLC** as of June 30th 2018.

VILLAGE REALTY, INC.,
a Florida profit corporation

By: Todd T. Michaels
TODD T. MICHAELS
OFFICER AND SOLE SHAREHOLDER
AND DIRECTOR

VILLAGE REALTY, LLC,
a Florida limited liability company

By: David A. Tesone, II
TBD VENTURES, LLC, MANAGER
DAVID A. TESONE, II, AS MANAGER
OF TBD VENTURES, LLC

EXHIBIT A TO PLAN OF CONVERSION

**PLAN OF CONVERSION OF
VILLAGE REALTY, INC., A FLORIDA CORPORATION TO
VILLAGE REALTY, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Village Realty, Inc., a Florida Corporation (the "Converting Corporation") hereby adopts the following plan of conversion dated as of June 30th, 2018 (the "Plan") pursuant to which the Converting Corporation shall be converted into Village Realty, LLC, a Florida limited liability company (the "Converted Limited Liability Company").

**ARTICLE I
CONVERTED LIMITED LIABILITY COMPANY**

Effective upon filing the Articles and Certificate of Conversion, and Articles of Organization pursuant to this Plan, the Converting Corporation, a Florida corporation, shall convert to and continue its existence in the form of the Converted Limited Liability Company, a Florida limited liability company, in accordance with the Florida Business Corporation Act and the Florida Revised Limited Liability Company Act.

**ARTICLE II
CONDITIONS PRECEDENT TO THE CONVERSION**

Shareholder Approval

This Plan shall be deemed approved by the shareholders of the Converting Corporation upon an affirmative vote of two-thirds of the outstanding shares of the Converting Corporation entitled to vote on the Plan in any manner prescribed by the Bylaws of the Converting Corporation.

**ARTICLE III
EFFECTIVE DATE**

This conversion shall be effective upon the filing of all required documents with the Secretary of State of Florida (the "Effective Date").

**ARTICLE IV
MANNER AND BASIS OF SHARE CONVERSION**

The Articles of Incorporation of the Converting Corporation authorize the Converting Corporation to issue shares of common stock (the "Converting Shares"). The Operating Agreement of the Converted Limited Liability Company authorizes the Converted Limited Liability Company to issue percentage interests therein to its Members. At the Effective Date, each issued Converting Share shall convert into a member interest in the Converted Limited

Liability Company representing the same percentage interest therein as such Converting Share represented of all issued Converting Shares (the "Percentage Interests") and shall from and after such Effective Date constitute a member interest in the Converted Limited Liability Company, and the Percentage Interest of the value of Converting Corporation's assets minus its liabilities of each holder of Converting Shares shall be added to the capital account of such person as a Member of the Converted Limited Liability Company.

ARTICLE V

CONVERTED LIMITED LIABILITY COMPANY DOCUMENTS

Section 5.1. Articles of Organization. Immediately after consummation of this conversion, the Articles of Organization set forth in Exhibit A hereto shall be the Articles of Organization of the Converted Limited Liability Company.

Section 5.2 Amendment of the Plan. From time to time and subsequent to the shareholder approval of the Plan required in Article II, and prior to the Effective Date, the Plan may be amended by the Board of Directors of the Converting Corporation, except that subsequent to shareholder approval, the Plan shall not be amended by the Board of Directors of the Converting Corporation without shareholder approval as required in Article II to change:

- (a) the amount or kind of shares or other securities, interests, obligations, rights to acquire shares, or other securities or interests, cash or other property to be received by holders of the Converting Shares;
- (b) the Articles of Organization that will be in effect immediately following the conversion; and
- (c) any of the other terms or conditions of this Plan if the change would adversely affect any of the shareholders in any material respect.

This Plan was recommended by all of the directors of the Converting Corporation for shareholder approval.