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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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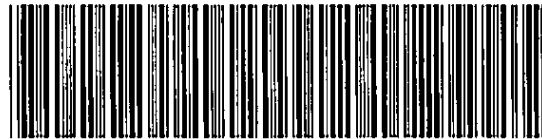
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Balmy, 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:

James F. Gulecas, Esq.

(Contact Person)

James F. Gulecas, P.A.

(Firm/Company)

1968 Bayshore Blvd

(Address)

Dunedin, FL 34698

(City, State and Zip Code)

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

For further information concerning this matter, please call:

James F. Gulecas, Esq.

(Name of Contact Person)

at (727) 736-5300

(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)

☒ \$150.00 Filing Fees
(S25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

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

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:
Maiocco Limited Partnership

(Enter Name of Other Business Entity)

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

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

on December 17, 2001
(date of organization, formation or incorporation)

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

Balmy, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____

(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.

7. Pursuant to the Plan of Conversion, all interests as General Partner in the Maiocco Limited Partnership are being converted to Class "A" voting Membership Units in Balmy, LLC, and all interests as Limited Partner in the Maiocco Limited Partnership are being converted to Class "B" non-voting Membership Units in Balmy, LLC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 26 day of July 2018.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: Laura G. Maiocco Title: Manager

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

Signature: [Signature]
Printed Name: Laura G. Maiocco, Trustee Title: General Partner

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
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE ONE - NAME

The name of the Limited Liability Company is:

Balmy, LLC

ARTICLE TWO - ADDRESS

The mailing address of the principal office of the Limited Liability Company is:

P.O. Box 575
Crystal Beach, FL 34681

The street address of the principal office of the Limited Liability Company is:

515 North Mayo Street
Crystal Beach, FL 34681

**ARTICLE THREE - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

James F. Gulecas, Esquire
1968 Bayshore Boulevard
Dunedin, FL 34698

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, 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 as registered agent as provided for in Chapter 605, Florida Statutes.

Registered Agent's Signature

**ARTICLES OF ORGANIZATION OF
BALMY, LLC**

James F. Gulecas, Esq.
Florida Bar No.: 065994
James F. Gulecas, P.A.
1968 Bayshore Boulevard
Dunedin, FL 34698
(727) 736-5300
(727) 734-8774 Fax

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TALLAHASSEE, FLORIDA

ARTICLE FOUR - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of each initial manager is as follows:

Laura G. Maiocco
P.O. Box 575
Crystal Beach, FL 34681

ARTICLE FIVE - MEMBERSHIP UNITS

There are two classes of Membership Units: One hundred (100) Class "A" Voting Membership Units and nine-thousand nine hundred (9,900) Class "B" Non-Voting Membership Units, for a total of ten thousand (10,000) authorized Membership Units.

ARTICLE SIX - EFFECTIVE DATE

The effective date of this Limited Liability Company shall be the date of filing of these Articles of Organization.



James F. Gulecas, Esq.

Authorized Representative of a Member

(In accordance with Chapter 605, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fees:

\$100.00 Filing Fee for Articles of Organization
\$25.00 Designation of Registered Agent
\$30.00 Certified Copy (Optional)
\$5.00 Certificate of Status (Optional)

G:\Clients\NM\Maiocco, Dr. Brian & Laura\Limited Partnership\Cross Entity Conversion\Articles of Organization.wpd

ARTICLES OF ORGANIZATION OF BALMY, LLC

James F. Gulecas, Esq.
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