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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

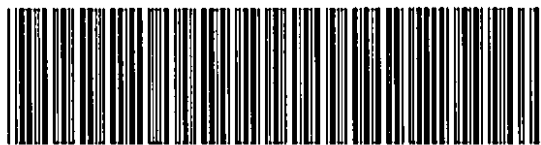
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Certified Copies _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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T SCHROEDER

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Imperiale Resource Associates, 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:

Arman Moeini

(Contact Person)

RezLegal, LLC

(Firm/Company)

816 A1A North, Suite 204

(Address)

Ponte Vedra Beach, FL 32082

(City, State and Zip Code)

rezlegal@rezlegal.com

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

For further information concerning this matter, please call:

Arman Moeini

at (904) 580-3369
(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 |
|--|---|---|--|

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:
Imperiale Resource Associates, LLC MO4-4365

(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 Georgia
(Enter state, or if a non-U.S. entity, the name of the country)

on August 23, 2004
(date of organization, formation or incorporation)

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

Imperiale Resource Associates, 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.

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TALLAHASSEE, FLORIDA

Signed this 14th day of October 2018.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Delphine M Renaldy
Printed Name: Delphine M. Renaldy Title: Managing Member

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

Signature: Delphine M Renaldy
Printed Name: Delphine M. Renaldy Title: Managing Member

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
IMPERIALE RESOURCE ASSOCIATES, LLC

Pursuant to Section 605.0201 of the Florida Revised Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I
NAME

The name of the limited liability company is Imperiale Resource Associates, LLC (the "Company").

ARTICLE II
EFFECTIVE DATE AND DURATION

The effective date upon which this Company shall come into existence shall be the date these Articles of Organization are filed. Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in § 605.0105 of the Act) of the Company, the period of its duration shall be perpetual.

ARTICLE III
ADDRESS

The mailing and street address of the principal office of the Company shall be 163 Hampton Point Dr; Ste 3; St. Augustine, Florida 32092.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The initial registered office of the Company shall be 353 South Hampton Club Way, St. Augustine, Florida 32092, and its initial registered agent at such office shall be Carmen A. Renaldy III.

ARTICLE V
MANAGEMENT OF THE COMPANY

The Company will be managed by its members in accordance with and subject to the requirements of the Act and Operating Agreement of the Company.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Managing Member of the Company has executed these Articles of Organization on behalf of the Company in accordance with § 605.0201 of the Act.

Dated this 14th day of October 2018.

Delphine M Renaldy
By: Delphine M Renaldy (Oct 15, 2018)
Name: Delphine M Renaldy
Its: Managing Member

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TALLAHASSEE, FLORIDA



**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 605, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

Imperiale Resource Associates, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Carmen A. Renaldy III as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 353 South Hampton Club Way, St. Augustine, Florida 32092.

Dated this 14th day of October 2018.

Delphine M. Renaldy
By: Delphine M. Renaldy (Oct 15, 2018)
Name: Delphine M. Renaldy
Its: Managing Member

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 14th day of October, 2018.

Carmen A. Renaldy III
Carmen A. Renaldy III (Oct 15, 2018)
Carmen A. Renaldy III, Registered Agent