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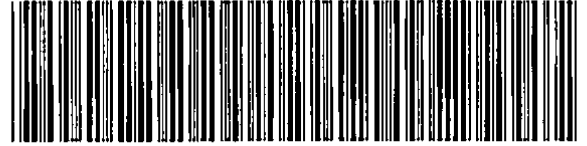
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 AUG 15 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FL

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AUG 20 2019

GASSMAN, CROTTY & DENICOLO, P.A.

ATTORNEYS AT LAW

ALAN S. GASSMAN*+
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CHRISTOPHER J. DENICOLO***
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+BOARD CERTIFIED LAWYER
WILLS, TRUSTS AND ESTATES
***LL.M. IN ESTATE PLANNING
^BOARD CERTIFIED LAWYER TAX LAW
^CERTIFIED PUBLIC ACCOUNTANT

August 14, 2019
VIA UPS

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

Re: U. S. HAPPY HOMES, INC.
Document Number: J03901

Dear Sir/Madam:

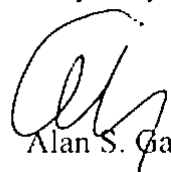
Enclosed for filing please find Articles of Conversion and Articles of Organization whereby U. S. HAPPY HOMES, INC., a Florida corporation, will convert into U.S. HAPPY HOMES, L.L.C., a Florida limited liability company.

Also enclosed please find a check made payable to the Florida Department of State in the amount of \$150.00 for filing fees.

Please return the filed document to our office in the enclosed self-addressed, stamped envelope.

Please contact Carla Guidry of my office if you have any questions on the above.

Very truly yours,


Alan S. Gassman

ASG:chg
Enclosures
SASE

New Filing Section

August 14, 2019

Page 2

cc: Michael J. Bednarski (w/encls.) via email mike@broomecapital.com
Anna M. West (w/encls.) via email anna@proluxeproperties.com
Kenneth J. Crotty, Esq. (w/encls.) via email ken@gassmanpa.com

J:\B\Bednarski\U.S. HAPPY HOMES, INC. (FL) (Conversion to LLC)\FL Sec. of State.1b.wpd
9567-2

FILED

2019 AUG 15 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FL

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:
U. S. HAPPY HOMES, INC.

(Enter Name of Other Business Entity)

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

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

on March 13, 1986
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
U. S. HAPPY HOMES, L.L.C.

(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.

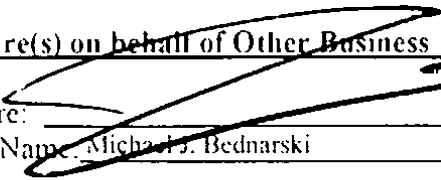
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to
which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 14TH day of ~~June~~ AUGUST 2019.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: ~~Kenneth J. Goss~~ ALAN S. GASSMAN Title: Authorized Representative

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

Signature: 
Printed Name: Michael J. Bednarski Title: Director

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

U. S. HAPPY HOMES, L.L.C.

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

6911 Pistol Range Road, Suite 101-B
Tampa, FL 33635

Mailing Address:

6911 Pistol Range Road, Suite 101-B
Tampa, FL 33635

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Alan S. Gassman

Name

1245 Court Street

Florida street address (P.O. Box **NOT** acceptable)


Clearwater

City

FL 33756

Zip

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, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

2013 AUG 15 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

MICHAEL BEDNARSKI

6911 Pistol Range Road, Suite 101-B

Tampa, FL 33635

MGR

ANNA M. WEST

6911 Pistol Range Road, Suite 101-B

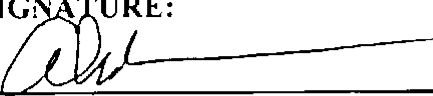
Tampa, FL 33635

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.
SEE ATTACHMENT HERETO.

2018 AUG 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FL

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Alan S. Gassman, Authorized Representative

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

**ATTACHMENT TO
ARTICLES OF ORGANIZATION OF
U. S. HAPPY HOMES, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

The following Article VI is hereby added to the Articles of Organization:

ARTICLE VI - Other provisions, if any.

Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Voting and Non-Voting Membership Interests

The Company shall consist of one percent (1%) of the ownership interests having voting Membership rights and ninety-nine percent (99%) of the ownership interests have non-voting Membership rights. The holders of the one percent (1%) voting Membership Units shall have a fiduciary duty to vote their Membership Interests based upon the same standard which applies to General Partners of a Limited Partnership in the State of Florida. The non-voting Members shall have rights as provided under the Florida Statutes, and as would apply to the Limited Partners of a Florida Limited Partnership. The Members may designate by written agreement and/or certificate of ownership whether Membership Interests that they are acquiring are voting or non-voting, but if not specifically designated, any issued Member Interests shall be considered to be non-voting.