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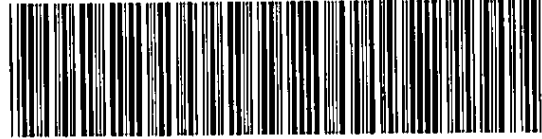
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J. FASON

JUL 16 2019

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HAROLD E. WOLFE, JR. *

* ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

June 28, 2019

* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

* FLORIDA BAR BOARD

CERTIFIED WILLS, TRUSTS,

AND ESTATES ATTORNEY

VIA UPS OVERNIGHT

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

RE: Articles of Conversion of Jack Vogel Brick and Stone, Inc., into Jack Vogel Brick and Stone, LLC and Article of Conversion of Seventeenth Street Iron and Metal, Inc., into Seventeenth Street Iron and Metal, LLC

Dear Sirs:

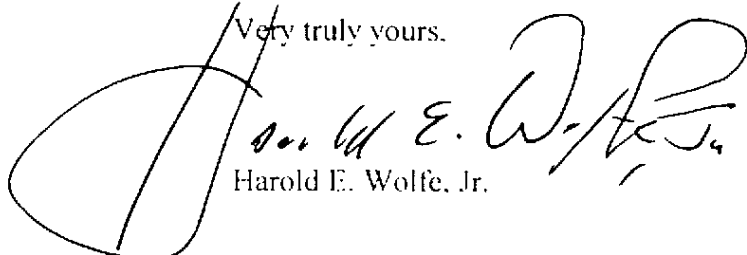
Enclosed are two (2) Articles of Conversion submitted to convert the following two (2) Florida for profit corporations into Florida limited liability companies:

1. Jack Vogel Brick and Stone, Inc., to Jack Vogel Brick and Stone, LLC; and
2. Seventeenth Street Iron and Metal, Inc., to Seventeenth Street Iron and Metal, LLC.

both in accordance with Fla. Stat. §§607.1113 and 605.1045. To complete the conversions, we enclose our check in the total amount of \$370 (\$185x 2) representing the filing fees, certified copies and certificates of status. We have also affixed to the Articles of Conversion as "**Exhibit 1**" the Articles of Organization of Jack Vogel Brick and Stone, LLC, and Seventeenth Street Iron and Metal, LLC, for the Department's reference.

If there is any other information or documentation needed, please so notify us. If there are other questions, please feel free to call us.

Very truly yours,


Harold E. Wolfe, Jr.

HEW:cmr
Enclosures

cc: Mr. Ronald Mitchell
Mrs. Debra Timak

**ARTICLES OF CONVERSION
OF
JACK VOGEL SIMULATED BRICK & STONE, INC.
INTO
JACK VOGEL SIMULATED BRICK & STONE, LLC**

In accordance with Fla. Stat. §§605.1041(2), 605.1043(2), 605.1045, 607.1112, 607.1113 and 607.1114, these Articles of Conversion and the attached Articles of Organization are submitted to the Florida Department of State to convert Jack Vogel Simulated Brick & Stone, Inc., a Florida for profit corporation, into Jack Vogel Simulated Brick & Stone, LLC, a Florida limited liability company, in accordance with the requirements set forth in Fla. Stat. §§605.1045 and 607.1113. In order to accomplish such conversion, the following information required that Fla. Stat. §§605.1045 and 607.1113 is hereby submitted:

1. The name of the Florida for profit corporation converting into a Florida limited liability company prior to the filing of these Articles of Conversion is Jack Vogel Simulated Brick & Stone, Inc.

2. Jack Vogel Simulated Brick & Stone, Inc. was originally formed in the State of Florida on August 3, 1971, as a Florida for profit corporation governed under Chapter 607 of the Florida Statutes, the Florida Business Corporation Act.

3. The name of the Florida limited liability company, the converting entity, into which the Florida profit corporation will be converted is Jack Vogel Simulated Brick & Stone, LLC, all is set forth in the attached Articles of Organization (attached hereto as "Exhibit 1").

4. The above-referenced Florida for profit corporation, Jack Vogel Simulated Brick & Stone, Inc. (the "Other Business Entity") has converted into a Florida limited liability company, Jack

Vogel Simulated Brick & Stone, LLC, in compliance with Chapter 607 of the Florida Statutes and Fla. Stat. §607.1113 and the conversion complies with the applicable laws governing the "Other Business Entity" as set forth in Fla. Stat. §607.1113(1)(a).

5. The plan of conversion was approved by the Florida for profit corporation, Jack Vogel Simulated Brick & Stone, Inc. in accordance with Chapter 607 of the Florida Statutes and Fla. Stat. §607.1113(1)(b).

6. This conversion is effective under the laws governing the "Other Business Entity", the Florida for profit corporation, Jack Vogel Simulated Brick & Stone, Inc., on the day of filing these Articles of Conversion with the Florida Department of State.

7. The "Other Business Entity's" principal office address, including street and number is 530 17th Street, West Palm Beach, FL 33407.

8. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Fla. Stat. §§607.1301 through 607.1333 of the Florida Statutes. The converting entity has agreed to pay to the members of any limited liability company with appraisal rights the amount to which such members are entitled under Fla. Stat. §§605.1006 and 605.1061 through 605.1072.

9. The plan of conversion has been approved in accordance with all applicable statutes governing Florida limited liability companies including Fla. Stat. §§605.1041 - 605.1046.

10. The effective date of this conversion shall be the day upon which these Articles of Conversion are filed with the Florida Department of State.

11. The converting entity, Jack Vogel Simulated Brick & Stone, LLC, shall retain the Subchapter "S" election of the converted entity, Jack Vogel Simulated Brick & Stone, Inc., all

pursuant to Subchapter "S" of the Internal Revenue Code of 1986, as amended, I.R.C. §1361 et seq.
of the Code.

Signed on 6-4, 2019.

Signature(s) on behalf of Florida Profit Corporation:

Signature of Authorized Representative: Ronald L Mitchell

Printed Name: RONALD L. MITCHELL Title: President

Signature of Authorized Representative: DA

Printed Name: DEBRA A. TIRPAK Title: Vice President

**Signature of Member or Authorized Representatives of Limited Liability Company, Jack
Vogel Simulated Brick & Stone, LLC:**

Signature of Authorized Representative: DA

Printed Name: DEBRA A. TIRPAK Title: Manager

EXHIBIT 1
ARTICLES OF ORGANIZATION
OF
JACK VOGEL SIMULATED BRICK & STONE, LLC

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.201 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §§605.0112 and 605.0201(2)(a), the limited liability company's name shall be **"JACK VOGEL SIMULATED BRICK & STONE, LLC"**.

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §§605.0201(4) and 605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Mailing and Street Address:

530 17th Street
West Palm Beach, FL 33407

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Boulevard, Suite 302, West Palm Beach, Florida 33409. The name of the registered agent at such registered office is HAROLDE. WOLFE, JR., ESQ., 2300 Palm Beach Lakes Boulevard, Suite 302, West Palm Beach, FL 33409. The written acceptance of the Company's initial registered agent as required under Fla. Stat. §605.0201(2)(c) is affixed to the end of these Articles.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof. In accordance with Fla. Stat. §605.0403(5)(or successor section), any Member who fails to make a required capital contribution under the terms of the Operating

Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the duration set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by a single Manager, DEBRA A. TIRPAK, during her lifetime and no other person or individual shall have the right to so manage this limited liability company unless DEBRA A. TIRPAK resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §605.0407 and shall be so managed by DEBRA A. TIRPAK until her resignation, death, retirement or consent to a successor Manager. Upon DEBRA A. TIRPAK's resignation, death, retirement or written consent to a successor Manager, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this limited liability company. In accordance with the foregoing, the name and address of the Manager of this limited liability company is:

Name of Manager

Address

DEBRA A. TIRPAK

318 NW 210th Avenue
Dunnellon, FL 34431

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or §605.0404(2) (or successor section) the Manager shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since Subchapter "S" election is to be a manager-managed company, the Manager herein named shall have all the rights afforded under Fla. Stat. §605.0407(3) (or successor statute); and the rights afforded to the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

ARTICLE VIII – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount specified in the Operating Agreement or as specified in Fla. Stat. §605.0404 if the Operating Agreement is silent as to that matter.

ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605 of the Florida Statutes. Additionally, this limited liability company shall engage in the business of owning and operating real property and warehouses.

ARTICLE X - STATEMENT OF AUTHORITY

This limited liability company may file a statement of authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - RETENTION OF SUBCHAPTER "S" ELECTION

This limited liability company was converted from a for profit corporation into a limited liability company in accordance with Fla. Stat. §§605.1041(2), 605.1043(2), 605.1045, 607.1112, 607.1113, and 607.1114. Thus, this limited liability company shall retain the Subchapter "S" election of the converted entity, JACK VOGEL SIMULATED BRICK & STONE, INC., all pursuant to Subchapter "S" of the Internal Revenue Code of 1986, as amended, I.R.C. §1361, et seq. of the Code.

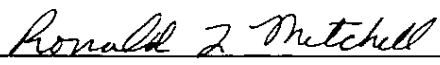
ARTICLE XII - OPERATING AGREEMENT

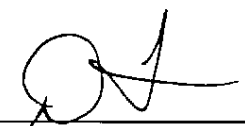
This limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VIII hereof), shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla.

Stat. §§605.0105 and 605.0106; provided, however, that any amendment or alternation of the Operating Agreement of this limited liability company shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions of Chapter 605 of the Florida Statutes entitled the "Florida Revised Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of any Operating Agreement then governing this limited liability company.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 6 day of June, 2019.

JACK VOGEL SIMULATED BRICK & STONE, LLC


RONALD L. MITCHELL, as Trustee of the Ronald L. Mitchell Revocable Trust, originally dated October 6, 1999, as previously restated on December 11, 2002, and further amended and restated on June 20, 2013


DEBRA A. TIRPAK, Trustee of the Debra A. Tirpak Revocable Trust, originally dated January 27, 2005 as Restated on June 4, 2014

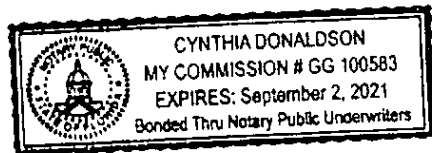

BRITTANY M. TIRPAK-WHIDDON

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME personal appeared RONALD L. MITCHELL, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 4th day of JUNE, 2019.

(SEAL)



Cynthia Donaldson

Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME personal appeared DEBRA A. TIRPAK, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

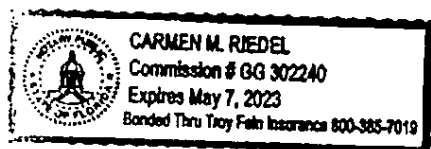
WITNESS my hand and official seal this 24th day of May, 2019.

(SEAL)

Carmen M. Ridel

Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

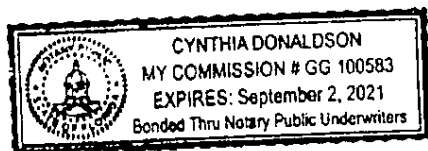


STATE OF FLORIDA)
) ss:
COUNTY OF MARION)

BEFORE ME personal appeared BRITTANY M. TIRPAK-WHIDDON, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3RD day of JUNE, 2019.

(SEAL)



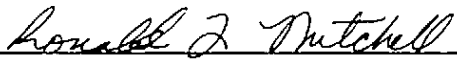
Cynthia Donaldson
Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

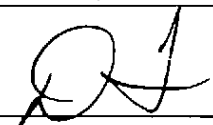
In compliance with Section 605.0113, Florida Statutes, the following is submitted:

That **JACK VOGEL SIMULATED BRICK & STONE, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of West Palm Beach, County of Palm Beach, State of Florida, has named **HAROLD E. WOLFE, JR., ESQ.**, as its agent to accept service of process.

Signature: 
RONALD L. MITCHELL, as Trustee of the Ronald L. Mitchell Revocable Trust, originally dated October 6, 1999, as previously restated on December 11, 2002, and further amended and restated on June 20, 2013

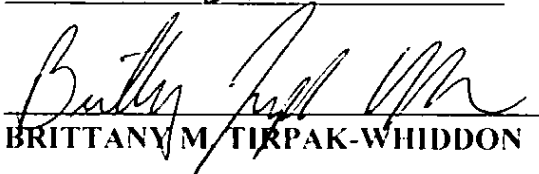
Title: **Incorporating Member**

Date: 6-4-19, 2019

Signature: 
DEBRA A. TIRPAK, Trustee of the Debra A. Tirpak Revocable Trust, originally dated January 27, 2005 and Restated on June 4, 2014

Title: **Incorporating Member**

Date: 5-24-, 2019

Signature: 
BRITTANY M. TIRPAK-WHIDDON

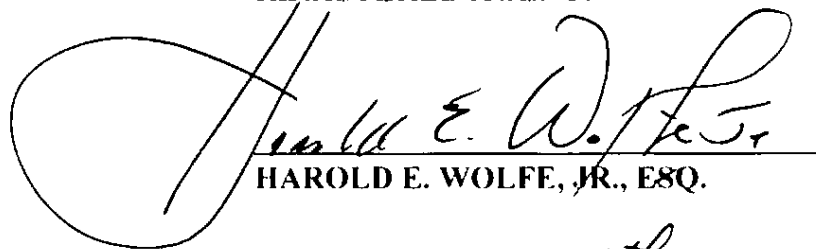
Title: **Incorporating Member**

Date: 6-3-19, 2019

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes and Florida Statutes §605.0113, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


HAROLD E. WOLFE, JR., ESQ.

DATE: May 24th, 2019