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Jan 17, 2019 08:00 AM
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FEB 10 2020



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2020

ANTHONY W JUSTICE
200 S ORANGE AVE, STE 800
ORLANDO, FL 32801

SUBJECT: BRF PROPERTIES, LLC
Ref. Number: W19000002256

We have received your document for BRF PROPERTIES, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE GIVE ME A CALL THE DOCUMENTS ARE NOT LEGIBLE. 850-245-6293.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Keyna E Page
Regulatory Specialist II

Letter Number: 820A00001701

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**CERTIFICATE OF CONVERSION FOR
BRF PROPERTIES, INC.
TO
BRF PROPERTIES, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. BRF PROPERTIES, INC. (the "Corporation") has been converted to BRF PROPERTIES, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §605 Florida statutes and complies with all laws governing Florida limited liability companies. (P97-31269)

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by the shareholders and directors of the Corporation and by the members of the LLC, dated of even date herewith, and in compliance with Florida Statute §607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address for the LLC is 4360 36th St., Orlando, FL 32811, and the street address of the principal office of the LLC is 4360 36th St., Orlando, FL 32811.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is BRF PROPERTIES, INC., incorporated under the laws of the State of Florida April 4, 1997.

6. The name of the LLC, as set forth in the attached Articles of Organization is BRF PROPERTIES, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §605.1006 and 605.1061-605.1072.

(SIGNATURES ON FOLLOWING PAGE)

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DATED this 16th day of January, 2020

BRF PROPERTIES, INC.

By: 

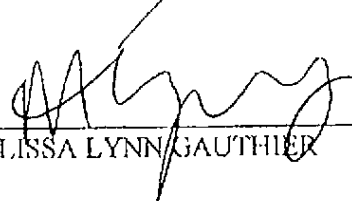
WILLIAM L. DORFF, Director

MEMBERS:

WILLIAM L. DORFF FAMILY TRUST dated
September 12, 2018

By: 

WILLIAM L. DORFF, Trustee


MELISSA LYNN GAUTHIER

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**ARTICLES OF ORGANIZATION
OF
BRF PROPERTIES, LLC**

The undersigned, acting as the organizer of BRF PROPERTIES, LLC under the Revised Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is BRF PROPERTIES, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 4360 36th St., Orlando, FL 32811.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its manager, and the name and address of the initial manager until the first annual meeting of members or until his successor(s) are elected and qualified are:

<u>Name</u>	<u>Address</u>
William L. Dorff	4360 36th St. Orlando, FL 32811

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members as provided in the Operating Agreement.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 605, Fla. Stat.

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ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be William L. Dorff, and the street address of the Company's initial registered office is 4360 36th St., Orlando, FL 32811.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

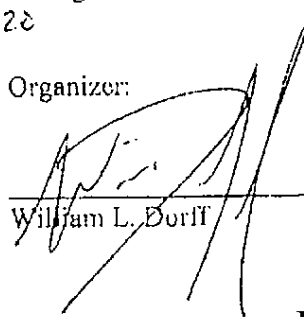
Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization as of this 16 day of January 2020

Organizer:


William L. Dorff

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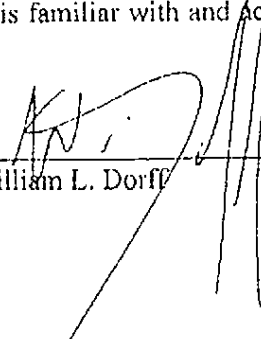
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is BRF PROPERTIES, LLC.
2. The name and address of the registered agent and office is:

William L. Dorff
4360 36th St.
Orlando, FL 32811

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.



William L. Dorff

Dated this 16th day of January 2020

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