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(City/State/Zip/Phone #)

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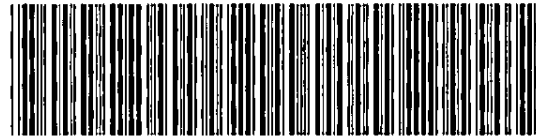
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. O'KEEFE

OCT 03 2021



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nelsonmullins.com
* In Florida known as Nelson Mullins Broad and Cassel

September 2, 2020

VIA FEDEX
PERSONAL AND CONFIDENTIAL

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Gold Hill Holdings, LLC

Dear Sir/Madam:

I hope this letter finds you well. Enclosed please find the firm's check for \$150.00 to file the enclosed form for Articles of Conversion of Gold Hill Holdings, LLC.

I am also enclosing an additional copy of this letter and ask that your office acknowledge receipt of this letter by appropriately stamping the enclosed copy and returning it to me in the self-addressed stamped envelope provided herein.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,

NELSON MULLINS BROAD AND CASSEL

Regina Rabitaille

Regina Rabitaille, Esq.
Partner

RR/cp
Enclosures

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Sincerely,

NELSON MULLINS BROAD AND CASSEL

A handwritten signature in cursive script that reads "Regina Rabitaille".

Regina Rabitaille, Esq.
Partner

RR/cp
Enclosures

**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

These 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 Section 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is GOLD HILL HOLDINGS, INC.

2. The "Other Business Entity" is a corporation first organized and formed under the laws of the State of Florida effective December 22, 1999 and was assigned Document Number P99000111162.

3. The name and address of the "Florida Limited Liability Company" as set forth in the attached Articles of Organization is GOLD HILL HOLDINGS, LLC, 5129 Evergreen Way, Suite D-23, Everett, WA 98203, and shall be a limited liability company organized and formed under the laws of the State of Florida.

4. The conversion shall be effective on the date of filing.

5. The conversion is permitted by the applicable law(s) governing the "Other Business Entity", and the conversion complies with such law(s) and the requirements of the applicable sections in Chapter 605 of the Florida Statutes in effecting the conversion.

6. The plan of conversion and this conversion were approved as required by Chapter 607 and Chapter 605 of the Florida Statutes. The written consent of the sole shareholder of the "Other Business Entity" who, as a result of the conversion, becomes the sole member of the "Florida Limited Liability Company", and the directors of the "Other Business Entity" have consented to the plan of conversion and this conversion pursuant to a Joint Written Consent of the Sole Shareholder and Directors of the "Other Business Entity".

7. The "Other Business Entity" currently exists on the official records of the State of Florida, under which it is currently incorporated.

8. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount which such members are entitled under the applicable sections of Chapter 605 of the Florida Statutes, as applicable.

Signature Page to Follow


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TALLAHASSEE, FLORIDA

The individuals signing below affirm that the facts stated in this document are true.

Signed as of the 18 day of August, 2020.


OTHER BUSINESS ENTITY:

GOLD HILL HOLDINGS, INC.

By: 
Stephen A. Stills, Director

FLORIDA LIMITED LIABILITY COMPANY

GOLD HILL HOLDINGS, LLC

By: 
Stephen A. Stills, Authorized Representative

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GOLD HILL HOLDINGS, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be GOLD HILL HOLDINGS, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 5129 Evergreen Way, Suite D-23, Everett, WA 98203, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III - REGISTERED AGENT

The initial registered office of the Company is 155 Office Plaza Dr., Ste. A, Tallahassee, Florida 32301. The initial registered agent at that address is Florida Filing & Search Services, Inc.

ARTICLE IV - MANAGEMENT

The Company shall be manager-managed. The name and address of the initial manager of the Company is Kelly Muchoney Johnson, 5129 Evergreen Way, Suite D-23, Everett, WA 98203.

ARTICLE V - DURATION

This limited liability company shall commence its existence as of the effective date of the conversion of Gold Hill Holdings, Inc., a Florida corporation, into the Company, and shall exist perpetually thereafter unless sooner dissolved.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization the 18 day of August, 2020.



Stephen A. Stills, Authorized Representative

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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is GOLD HILL HOLDINGS, LLC.

SECOND -- The name and address of the registered agent and office is:

FLORIDA FILING & SEARCH SERVICES, INC.
155 OFFICE PLAZA DR, STE A
TALLAHASSEE, FL 32301

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.

Dated as of the 2nd day of September, 2020.

FLORIDA FILING & SEARCH SERVICES, INC.

By: *R.D. Hyde*
Its: President

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TALLAHASSEE, FLORIDA