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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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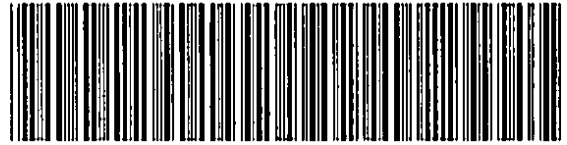
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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J DENNIS  
JAN 04 2021

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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** THE BEAR'S CLUB FOUNDING PARTNERS, LTD.

(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:

PHILIP M. DICOMO, ESQ.

(Contact Person)

HAILE, SHAW & PFAFFENBERGER, P.A.

(Firm/Company)

660 U.S. Highway One, Third Floor

(Address)

North Palm Beach, FL 33408

(City, State and Zip Code)

RLW@THEBEARSCLUB.COM

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

For further information concerning this matter, please call:

LINDA CONE

at ( 561 ) 627-8100

(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)

☒ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**Mailing Address:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

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

STATE OF FLORIDA  
CERTIFICATE OF CONVERSION

for

**THE BEAR'S CLUB FOUNDING PARTNERS, LTD.**  
a Florida Limited Partnership  
into

**THE BEAR'S CLUB FOUNDING PARTNERS, LLC**  
a Florida limited liability company  
("Other Organization")

This Certificate of Conversion is submitted to convert the following Florida Limited Partnership into an "Other Organization" in accordance with §620.2104, Florida Statutes.

1. The name of the Florida Limited Partnership converting into the "Other Organization" is:

**THE BEAR'S CLUB FOUNDING PARTNERS, LTD.**  
Florida Registration No. : A97000002626

2. The name of the "Other Organization" is The Bear's Club Founding Partners, LLC.

3. The "Other Organization" is a limited liability company organized, formed or incorporated in the State of Florida. 12/04/1997

4. The above referenced Florida Limited Partnership has converted into an "Other Organization" in compliance with Chapter 620, Florida Statutes, and the conversion complies with the statute or applicable laws governing the "Other Organization".

5. The plan of conversion was approved by the converting Florida Limited Partnership in accordance with Chapter 620, Florida Statutes, and the laws governing the other organization.

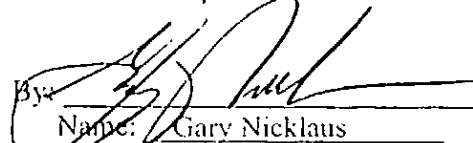
[Signature Page Following]

Signed this 5th day of November, 2020.

THE BEAR'S CLUB FOUNDING  
PARTNERS, LTD.


By: Bear's Club Management Corp., a  
Florida corporation

a.

By:   
Name: Gary Nicklaus  
Title: President

THE BEAR'S CLUB FOUNDING  
PARTNERS, LLC

b.

By:   
Name: Gary Nicklaus  
Title: Manager

**ARTICLES OF ORGANIZATION  
OF  
BEAR'S CLUB FOUNDING PARTNERS, LLC**

The undersigned Authorized Representative of a Member, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Act, Florida Statutes Chapter 605 (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

**ARTICLE I — NAME**

The name of the limited liability company is Bear's Club Founding Partners, LLC (the "Company").

**ARTICLE II - ADDRESS**

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

250 Bear's Club Drive  
Jupiter, Florida 33477

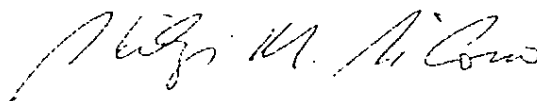
**ARTICLE III - REGISTERED AGENT**

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

Haile, Shaw & Pfaffenberger, P.A.  
660 U.S. Highway One - Third Floor  
North Palm Beach, FL 33408

*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.*

Haile, Shaw & Pfaffenberger, P.A.



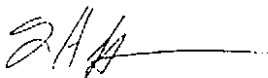
By: \_\_\_\_\_  
Philip M. DiComo, Esq.

#### ARTICLE IV — MANAGEMENT

The Company will be manager managed, and the managers may, but does not have to be a member. The name and address of the initial authorized board of managers of the Company are: Jack W. Nicklaus, Gary Nicklaus, Avy H. Stein, Michael C. Pascucci, Jack R. Purcell, Phillip H. Morse, and Jack W. Nicklaus II, each with an address of 250 Bear's Club Drive, Jupiter, Florida 33477.

Dated: November 16, 2020

#### REQUIRED SIGNATURE

By:   
\_\_\_\_\_  
Avy Stein, Manager

(In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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.)