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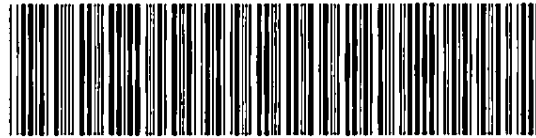
(Business Entity Name)

(Document Number)

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Filing Cover Sheet

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 2/1/2021

Trans#: 1179281

Entity Name: BILLY PENN, INC. (FL) CONVERTING INTO BILLY PENN, LLC (FL)

Articles Incorporation ()

Articles of Amendment ()

Articles of Dissolution ()

Annual Report ()

☒ Conversion (XXX)

Fictitious Name ()

Foreign Qualification ()

Limited Liability ()

Limited Partnership ()

Merger ()

Reinstatement ()

Withdrawal / Cancellation ()

Other ()

☒ STATE FEES PREPAID WITH CHECK #2091 FOR \$180.00

PLEASE RETURN:

☒ Certified Copy (XXX) ☒ Plain Stamped Copy ()

Good Standing () Certificate of Fact ()

ARTICLES OF CONVERSION

for

BILLY PENN, INC.

a Florida corporation

into

BILLY PENN, LLC

a Florida limited liability company

2021 FEB - 1 PM 2:01

THESE ARTICLES OF CONVERSION and attached Articles of Organization are submitted to convert Billy Penn, Inc., a Florida corporation, into Billy Penn, LLC, a Florida limited liability company, in accordance with Section 605.1045, *Florida Statutes*.

FIRST: The name of the converting entity immediately prior to the filing of the Articles of Conversion is **Billy Penn, Inc.** (the "**Converting Entity**"). The Converting Entity is a Florida corporation first incorporated under the laws of the State of Florida on November 18, 1993.

SECOND: The name of the Florida limited liability company, as the converted entity, as set forth in the Articles of Organization attached hereto as **Exhibit A** is **Billy Penn, LLC** (the "**Converted Entity**").

THIRD: The effective date and time of the conversion shall be upon the filing of these Articles of Conversion with the Secretary of State of the State of Florida.

FOURTH: The Plan of Conversion relating to the foregoing has been approved in accordance with all applicable statutes.

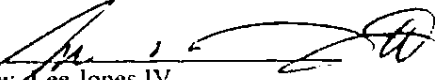
FIFTH: The Converted Entity has agreed to pay any members having appraisal rights the amount to which they are entitled under Sections 605.1006 and 605.1061-605.1072, *Florida Statutes*.

[signatures on next page]

Signed this 1st day of February, 2021.

FLORIDA CORPORATION:

BILLY PENN. INC.

By: 
Name: Lee Jones IV
Title: President

FLORIDA LIMITED LIABILITY COMPANY:

BILLY PENN. LLC

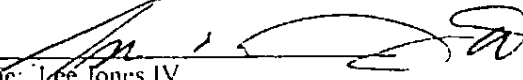
By: 
Name: Lee Jones IV
Title: Authorized Representative

EXHIBIT A

ARTICLES OF ORGANIZATION

[Attached.]

ARTICLES OF ORGANIZATION

OF

BILLY PENN, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

1. Name. The name of the limited liability company is **BILLY PENN, LLC** (the "Company").

2. Duration. The period of duration for the Company shall be perpetual, unless terminated in accordance with the Florida Revised Limited Liability Company Act.

3. Address. The mailing address and the street address of the principal office of the Company is 6940 Stuart Avenue, Jacksonville, FL 32254, Attn: CFO.

4. Management. The Company shall be a member-managed company.

5. Registered Agent and Office. The name of the initial registered agent of the Company is John J. Klarfeld. The street address of the initial registered agent of the Company is 6940 Stuart Avenue, Jacksonville, FL 32254.

6. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned has executed these Articles of Organization on the 1st day of February, 2021.

BILLY PENN, LLC

By: 

Name: Lee Jones IV

Title: Authorized Representative

2021 FEB - 1 PM 2:01

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



John J. Klarfeld