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HAROLD E. WOLFE, JR. *

* ADMITTED TO BARS OF:

FLORIDA
GEORGIA
ALABAMA

May 28, 2021

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED WILLS, TRUSTS,
AND ESTATES ATTORNEY

BY UPS

Florida Department of State
Division of Corporations
2415 N. Monroe St., Ste 810
Tallahassee, FL 32303

**RE: Articles of Conversion of Preferred Air Conditioning & Mechanical, Inc.,
into Preferred Air Conditioning & Mechanical, LLC**

Dear Sirs:

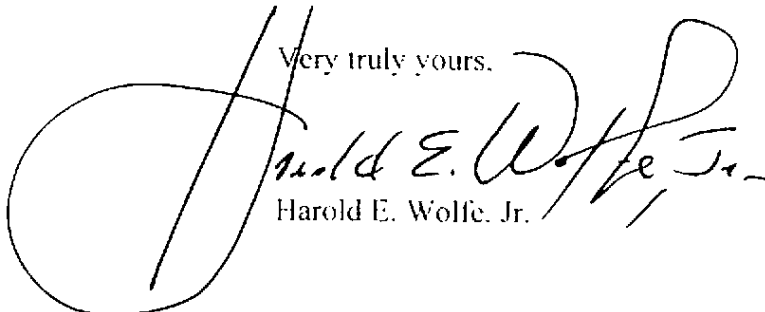
Our client, a Florida For Profit Corporation, Preferred Air Conditioning & Mechanical, Inc., is converting itself into a limited liability company, Preferred Air Conditioning & Mechanical, LLC. Accordingly, we enclose an original and photocopy (for date-stamping) of the following with the Department of State:

1. Articles of Conversion;
2. Articles of Organization for Preferred Air Conditioning & Mechanical, LLC
(which are attached as **Exhibit 1** to the Articles of Conversion).

Both of these documents should be filed together. The documents are filed in accordance with Fla. Stat. §§607.1113 and 605.1045. To complete the conversions, we enclose our check in the total amount of \$185 representing the filing fee, certified copies and certificate of status. As stated above, we also have affixed the Articles of Organization of Preferred Air Conditioning & Mechanical, LLC to the Articles of Conversion for the Department's easy reference. Also enclosed is a self-addressed, stamped envelope for the return of the date-stamp copy of the Articles.

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:ejn
Enclosures

**ARTICLES OF CONVERSION
OF
PREFERRED AIR CONDITIONING & MECHANICAL, INC.
INTO
PREFERRED AIR CONDITIONING & MECHANICAL, 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 **Preferred Air Conditioning & Mechanical, Inc.**, a Florida for profit corporation, into **Preferred Air Conditioning & Mechanical, 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 **Preferred Air Conditioning & Mechanical, Inc.**

2. **Preferred Air Conditioning & Mechanical, Inc.** was originally formed in the State of Florida on March 5, 1991, 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 **Preferred Air Conditioning & Mechanical, LLC**, all is set forth in the attached Articles of Organization (attached hereto as "**Exhibit 1**").

4. The above-referenced Florida for profit corporation, **Preferred Air Conditioning & Mechanical, Inc.** (The "Other Business Entity") has converted into a Florida limited liability

company, **Preferred Air Conditioning & Mechanical, 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, **Preferred Air Conditioning & Mechanical, 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, **Preferred Air Conditioning & Mechanical, 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 1643 Donna Road, West Palm Beach, FL 33409.

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.

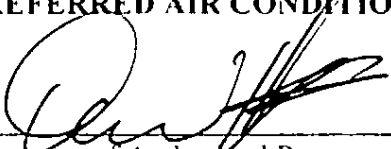
9. The plan of conversion has been approved in accordance with all applicable statutes governing Florida limited liability companies including Fla. Stat. §§605.1041 - 605.1046.

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, **Preferred Air Conditioning & Mechanical, LLC.**, shall retain the Subchapter S election of the converted entity, **Preferred Air Conditioning & Mechanical, Inc.**, all pursuant to Subchapter S of the Internal Revenue Code of 1986, as amended. I.R.C. §1361 et seq. of the Code.

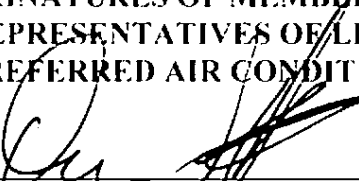
Signed on this 1st day of April, 2021.

**SIGNATURE ON BEHALF OF FLORIDA
PROFIT CORPORATION,
PREFERRED AIR CONDITIONING & MECHANICAL, INC.:**




Signature of Authorized Representative
DONALD W. O'BRYON
Title: President/Director

**SIGNATURES OF MEMBER OR AUTHORIZED
REPRESENTATIVES OF LIMITED LIABILITY COMPANY,
PREFERRED AIR CONDITIONING & MECHANICAL, LLC:**



Signature of Authorized Representative
DONALD W. O'BRYON
Title: Member/Manager



Signature of Authorized Representative
DONNA CAROLYN O'BRYON
Title: Member

EXHIBIT 1

ARTICLES OF ORGANIZATION

OF

PREFERRED AIR CONDITIONING & MECHANICAL, 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 "**PREFERRED AIR CONDITIONING & MECHANICAL, 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:

1643 Donna Road
West Palm Beach, FL 33409

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CLERK OF COURT
STATE OF FLORIDA
CORPORATE
DIVISION

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 **DONALD W. O'BRYON**. The name of the registered agent at such registered office is 1643 Donna Road, 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

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605 of the Florida Statutes. This limited liability company shall be managed, as a Manager-managed limited liability company, by one (1) Manager, DONALD W. O'BRYON, during his lifetime and no other persons or individuals shall have the right to so manage this limited liability company unless DONALD W. O'BRYON 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(1)(a) and 605.0201(3)(a) and shall be so managed by DONALD W. O'BRYON until he has resigned, died, or retired, or consented to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager, of DONALD W. O'BRYON, 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**

Donald W. O'Bryon

1643 Donna Road
West Palm Beach, FL 33409

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or §605.0404(2) (or successor sections) the Managers shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager herein named shall have all of the rights afforded under Fla. Stat. §605.0407(3) (or successor statute); and the rights afforded 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 holding of investments including stocks, bonds, brokerage accounts and real estate.

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 existing Subchapter “S” election of the converted entity, PREFERRED AIR CONDITIONING & MECHANICAL, INC., all pursuant to Subchapter “S” of the Internal Revenue Code of 1986, as amended, I.R.C. §1361, et seq. of the Code.

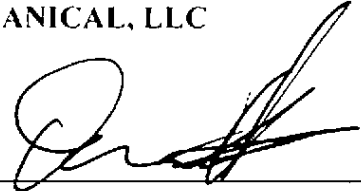
ARTICLE XII -OPERATING AGREEMENT

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.

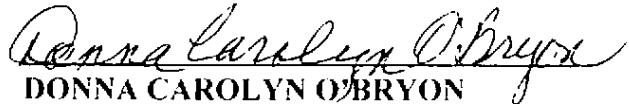
Stat. §§605.0105 and 605.0106: provided, however, that any amendment or alteration of the Operating Agreement of this limited liability company shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions 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 15th day of April, 2021.

**PREFERRED AIR CONDITIONING &
MECHANICAL, LLC**



DONALD W. O'BRYON, as Trustee of the
Donald W. O'Bryon Revocable Trust dated
April 1, 2021



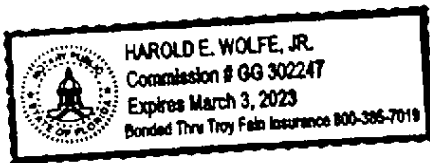
DONNA CAROLYN O'BRYON

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NOTARY PUBLIC
FLORIDA

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

I HEREBY CERTIFY that on this 1st day of April, 2021,
before me, an officer duly authorized to administer oaths and take acknowledgments in the state and
county aforesaid, the foregoing instrument was acknowledged by means of ☒ physical presence or
☐ online notarization by DONALD W. O'BRYON, ☒ who is personally known to me, or ☐ who
has produced _____ as identification, and he
acknowledged to me that he executed this document freely and voluntarily for the purposes herein
expressed.

(STAMP/SEAL)

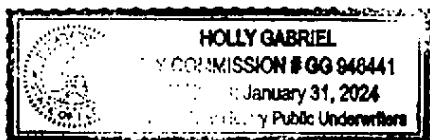


Notary Public-State of Florida

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

I HEREBY CERTIFY that on this 17th day of May, 2021,
before me, an officer duly authorized to administer oaths and take acknowledgments in the state and
county aforesaid, the foregoing instrument was acknowledged by means of ☒ physical presence or
☐ online notarization by DONNA CAROLYN O'BRYON, ☒ who is personally known to me, or
☐ who has produced _____ as identification, and he
acknowledged to me that he executed this document freely and voluntarily for the purposes herein
expressed.

(STAMP/SEAL)





Notary Public-State of Florida

**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 **PREFERRED AIR CONDITIONING & MECHANICAL, 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 **DONALD W. O'BRYON**, as its agent to accept service of process.

Signature: 
DONALD W. O'BRYON
Title: Incorporating Member
Date: April 1, 2021

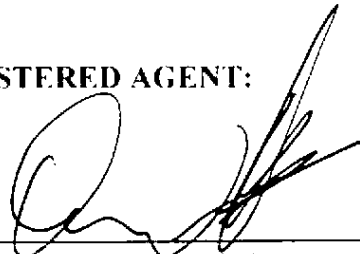
Signature: 
DONNA CAROLYN O'BRYON
Title: Incorporating Member
Date: 5-24-21, 2021

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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:



DONALD W. O'BRYON

DATE: April 1, 2021

2021 JUN 2 11:00
C. BRYON