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(Address)

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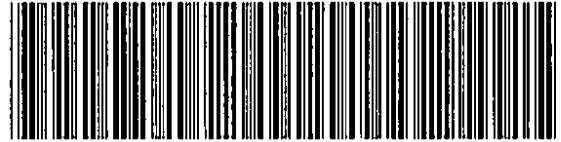
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GREEN RESOURCE MANAGEMENT, LLC
(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:

Calvin Brousseau
(Contact Person)

JONES RUSSELL, LLP
(Firm/Company)

PO Box 1810
(Address)

Corington, LA 70434
(City, State and Zip Code)

cpb@jonesrussell.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Calvin Brousseau at (985) 892-4801
(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)

<input type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input checked="" type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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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

ARTICLES OF CONVERSION
For
GREEN RESOURCE MANAGEMENT, LLC
Into
Florida Limited Liability Company

The Articles of Conversion and attached Articles of Organization are submitted to convert **GREEN RESOURCE MANAGEMENT, LLC** (the "Other Business Entity") into a Florida Limited Liability Company in accordance with ss. 605.1042-605.1046, Florida Statutes.

I.

The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is GREEN RESOURCE MANAGEMENT, LLC.

II.

The "Other Business Entity" is a limited liability company first formed or incorporated under the laws of Louisiana on November 12, 2019.

III.

The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization** is GREEN RESOURCE MANAGEMENT, LLC.

IV.

The effective date is the date of filing.

V.

The plan of conversion has been approved in accordance with all applicable statutes.

VI.

The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.


Signed this 8 day of JUNE 2021.

Signature of Authorized Representative of Limited Liability Company:

By: 

Spencer H. Green.
Manager and Member

Signature(s) on behalf of Other Business Entity:

By: 

Spencer H. Green.
Manager and Member

**ARTICLES OF ORGANIZATION
OF
GREEN RESOURCE MANAGEMENT, LLC**

ARTICLE I. NAME

The name of this limited liability company shall be **GREEN RESOURCE MANAGEMENT, LLC** (the "Company").

ARTICLE II. ADDRESS

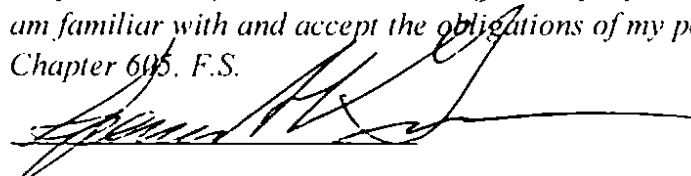
The mailing address and street address of the principal office of the Limited Liability Company is: 17357 Perdido Key Drive, 3 West, Pensacola, FL 32507

**ARTICLE III. REGISTERED AGENT, REGISTERED OFFICE, &
REGISTERED AGENT'S SIGNATURE:**

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

Spencer H. Green
17357 Perdido Key Drive, 3 West
Pensacola, FL 32507

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.


Spencer H. Green, Registered Agent

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by one or more Managers who may, but need not, be Members of this limited liability company. The initial Manager of the limited liability company shall be: Spencer H. Green, 17357 Perdido Key Drive, 3 West Pensacola, FL 32507.

ARTICLE V. AUTHORITY OF MANAGER

Subject to certain restrictions set forth in the Operating Agreement of this limited liability company, each manager of this limited liability company shall have general authority to act on behalf of this limited liability company in all matters in the ordinary course of its business.

ARTICLE VI. TERM

The term of the Company shall be perpetual.

ARTICLE VII. CERTIFICATION

Persons dealing with the limited liability company may rely on a certificate signed by Spencer H. Green, as Manager, to establish the membership of any Member, the authority of any Manager, the authenticity of any records of the limited liability company, or the authority of any person to act on behalf of the limited liability company, including by not limited to the authority to take actions referred to in the Florida Revised Limited Liability Company Act (F.S.A. § 605.0101 et. seq.).

ARTICLE VIII. LIABILITY OF MEMBERS

The members shall not be personally liable or bear any responsibility whatsoever for any of the debts, obligations, or liability of this limited liability company.

ARTICLE IX. INDEMNIFICATION OF MEMBERS/MANAGERS

No Member or Manager shall be held personally liable for monetary damages for breach of any duty provided in the Florida Revised Limited Liability Company Act. Each manager shall be indemnified for judgments, settlements, penalties, fines, or expenses incurred because he or she is or was a Manager. This limitation of liability shall not, however, apply to the liability for the amount of a financial benefit received as a result of an intentional violation of criminal law. This Article is intended to provide the full limitation of liability and indemnification for managers

allowed under in the Florida Revised Limited Liability Company Act. Should the Florida Revised Limited Liability Company Act be amended to provide additional limitations on liability or indemnification, then, to the extent allowed by Florida law, this indemnification and limitation on liability shall be construed to provide such additional protection.

Executed in ESCAMBIA County, Florida, this 8 day of JUNE, 2021.

GREEN RESOURCE MANAGEMENT, LLC

BY: 

Spencer H. Green, Member

**PLAN OF CONVERSION
OF
GREEN RESOURCE MANAGEMENT, LLC**

This Plan of Conversion of **GREEN RESOURCE MANAGEMENT, LLC**, a Louisiana liability company ("Green Resource Management-Louisiana"), is executed by all members of the Company on the 8 day of JUNE, 2021, to be effective as of the Effective Time set forth below.

WHEREAS, Green Resource Management – Louisiana plans to convert into a Florida limited liability company subject to the filing of a written request with the Louisiana Secretary of State, the issuance of a Certificate of Conversion by the Louisiana Secretary of State, and the subsequent filing of Articles of Conversion with the Florida Secretary of State.

WHEREAS, the Florida Revised Limited Liability Company Act (F.S.A. § 605.0101 et. seq.) requires Green Resource Management – Louisiana to adopt a Plan of Conversion.

NOW, THEREFORE, Green Resource Management – Louisiana hereby sets forth the details for such conversion into a Florida limited liability company, in this Plan of Conversion.

1. **Background**. Green Resource Management – Louisiana, which was formed as a Louisiana limited liability company on November 12, 2019 is currently a limited liability company in good standing with the Louisiana Secretary of State. The members of Green Resource Management – Louisiana have agreed to convert Green Resource Management – Louisiana into a Florida limited liability company (the "Conversion"). which Florida limited liability company shall be known as **GREEN RESOURCE MANAGEMENT, LLC** ("Green Resource Management – Florida"). The members of Green Resource Management – Louisiana have authorized the managers of the company to perform such acts and execute such documents as may be necessary to effect the

Conversion, including but not limited to, the execution of a written request for conversion with the Louisiana Secretary of state, and Articles of Conversion with the Florida Secretary of State.

2. **Conversion.** Upon and subject to the terms and conditions of this Plan to effectuate the Conversion, and pursuant to the relevant provisions of the Florida Revised Limited Liability Company Act and the Louisiana Limited Liability Company Act, Green Resource Management - Louisiana shall convert into Green Resource Management – Florida, to be effective as of Effective Time (as defined in Section 4 below). Green Resource Management-Florida will thereafter be subject to all of the provisions of the Florida Revised Limited Liability Company Act.

3. **Effect of Conversion.** Upon the Effective Time, all assets and liabilities belonging to Green Resource Management-Louisiana shall be transferred to Green Resource Management-Florida by operation of law. Green Resource Management-Louisiana shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the Conversion shall not be deemed to constitute a dissolution of Green Resource Management-Louisiana but shall constitute a continuation of the existence of Green Resource Management in the form of a Florida limited liability company.

4. **Effective Time.** The Conversion shall be effective upon the filing with the Secretary of State of the State of Florida of the following documents: (i) executed Articles of Conversion in the form attached hereto as Exhibit A, and (ii) Articles of Organization of Green Resource Management-Florida in the form attached hereto as Exhibit B.

5. **Governance.**

a. Articles of Organization. At the Effective Time, the Articles of Organization of Green Resource Management-Florida, as filed with Secretary of State of the State of Florida, shall be the Articles of Organization of Green Resource Management - Florida.

b. Operating Agreement. Green Resource Management – shall continue to be governed by the Operating Agreement which was executed by Green Resource Management – Louisiana on September 02, 2020.

c. Members and Management. At the Effective Time, the members and managers of Green Resource Management – Louisiana will automatically become the members and managers of Green Resource Management – Florida.

d. Business of Company. At the Effective Time, the business of Green Resource Management – Louisiana shall continue to be carried on by Green Resource Management – Florida in accordance with the provisions of the Florida Revised Limited Liability Company Act and the attached Articles of Organization.

6. **Taxpayer Identification Number.** Notwithstanding the foregoing, Green Resource Management shall not be terminated for tax purposes by reason of the Conversion.

7. **Amendment or Termination.** This Plan may be amended or modified by the members of Green Resource Management - Louisiana at any time prior to the Effective Time. At any time before the Effective Time, this Plan may be terminated and the Conversion may be abandoned by action of the members. In the event of a termination of this Plan, this Plan shall become void and of no effect.

IN WITNESS WHEREOF, this Plan of Conversion to be executed by the members and the manager of Green Resource Management – Louisiana in ESCAMBIA County, Florida this 8 day of JUNE, 2021.

GREEN RESOURCE MANAGEMENT, LLC

By: 

Spencer H. Green,
Manager and Member