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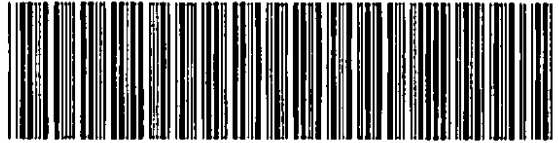
(Business Entity Name)

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CLERK OF SUPERIOR COURT
STATE OF NEW YORK
JULIA A. GILBERT, CLERK



BARKER WILLIAMS
ATTORNEYS AT LAW

Farrar J. Barker
Office 850.308.7033
fbarker@barkerwilliamslaw.com
*Authorized to Practice Law
in Florida and Georgia*

May 4, 2022

VIA UPS

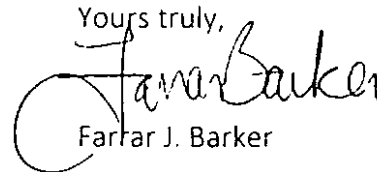
New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: Articles of Conversion – Smith Holdings Management Company, LLC

Dear Sir or Madam:

Enclosed please find (1) the Articles of Conversion and Articles of Organization to convert Smith Holdings, LLC from a Louisiana limited liability company to a Florida limited liability company; (2) a check in the amount of \$180.00 for filing fees; and (3) a prepaid UPS envelope to return the filed document.

Please give me a call at 850-308-7784 should you have any questions.

Yours truly,

Farrar J. Barker

FJB/lnk

**ARTICLES OF CONVERSION
OF
SMITH HOLDINGS, LLC**

These Articles of Conversion and the attached Articles of Organization are submitted to convert Smith Holdings, LLC, a Louisiana limited liability company (the "Converting Entity"), to a Florida limited liability company in accordance with Section 605.1045, *Florida Statutes*.

1. The name of the Converting Entity immediately prior to filing of these Articles of Conversion is Smith Holdings, LLC.

2. The Converting Entity is a limited liability company first organized under the laws of the State of Louisiana on November 19, 2003.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is Smith Holdings Management Company, LLC (the "Converted Entity").

5. The Plan of Conversion has been approved in accordance with Louisiana Limited Liability Company Law and the Florida Revised Limited Liability Company Act and has been approved by the sole member of the Converting Entity. The member is not entitled to appraisal rights as the member of the Converting Entity has approved the Plan of Conversion and remains the sole member of the Converted Entity.

6. The effective date of these Articles of Conversion and the attached Articles of Organization shall be May 6, 2022.

7. The conversion is permitted by and complies with all requirements set forth in Louisiana Limited Liability Company Law and the Florida Revised Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Articles of Conversion on the date set forth below.

SMITH HOLDINGS, LLC

By: Lee Bradley Smith
Lee Bradley Smith, Authorized Representative

FILED
2022 MAY -6 AM 8:23
STATE OF FLORIDA
CLERK OF THE COURT

**ARTICLES OF ORGANIZATION
OF
~~SMITH HOLDINGS MANAGEMENT COMPANY, LLC~~**

The undersigned, Lee Bradley Smith, a natural person competent to contract and an authorized representative of Smith Holdings Management Company, LLC, hereby presents these Articles of Organization as the Articles of Organization of Smith Holdings Management Company, LLC, a limited liability company formed under the provisions of Chapter 605, *Florida Statutes*.

ARTICLE I – NAME

The name of the limited liability company is Smith Holdings Management Company, LLC. This limited liability company is referred to in these Articles of Organization as the “Company.”

ARTICLE II – PRINCIPAL OFFICE ADDRESS

The street and mailing address of the Company’s principal office is 174 Watercolor Way, #103-317, Santa Rosa Beach, Florida 32459.

ARTICLE III – PURPOSE AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and shall have all powers and rights which a limited liability company may exercise pursuant to Chapter 605, *Florida Statutes*.

ARTICLE IV – COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company’s existence shall be the date these Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V – REGISTERED OFFICE AND AGENT

The initial registered office of the Company is 174 Watercolor Way, #103-317, Santa Rosa Beach, Florida 32459 and the name of the initial registered agent at that address is Lee Bradley Smith.

ARTICLE VI – MANAGEMENT

The Company shall be managed by a manager in accordance with the terms of the Operating Agreement for the Company. The name and address of the initial manager of the Company is as follows:

Lee Bradley Smith
174 Watercolor Way, #103-317
Santa Rosa Beach, Florida 32459

IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Articles of Organization on the date set forth below.

AUTHORIZED REPRESENTATIVE:

DocuSigned by:
Lee Bradley Smith

LEE BRADLEY SMITH

Date: 5/2/2022

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Smith Holdings Management Company, LLC. I am familiar with and accept the duties and obligations of such designation.

DocuSigned by:
Lee Bradley Smith

LEE BRADLEY SMITH

Date: 5/2/2022

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2022 MAY -6 AM 8:29
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