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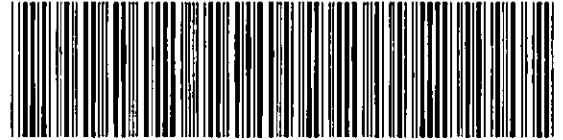
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED - OCT 3 2023

2023 OCT -3 PM 1:00
CLERK OF COURT
JANET L. HARRIS



CLARK PARTINGTON
ATTORNEYS AT LAW

Samantha McClellan
Direct (850) 208-7022
smcclellan@clarkpartington.com

October 2, 2024

Via Federal Express

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

RE The Golf Clubs of Mississippi, LLC – Conversion of a Mississippi Limited Liability Company to
a Florida Limited Liability Company
CP Matter No. 240523

Dear Sir or Madam,

In connection with the above-referenced matter, enclosed are the following:

1. Two copies of the Articles of Conversion;
2. Two copies of the Articles of Organization;
3. Original and one copy of the Name Release Affidavit; and
4. Check No. 20086 in the amount of \$180.00 for the following fees:

Filing Fee for Articles of Conversion	\$25.00
Filing Fee for Articles of Organization	\$125.00
Certified Copy Fee	<u>\$30.00</u>
	\$180.00

Please file these documents as soon as possible and return confirmation of filing and the certified copy in the attached self-addressed, stamped envelope.

Please give me a call at (850) 208-7022 should you have any questions. I appreciate your assistance with this matter.

Sincerely,

Samantha McClellan
Legal Assistant to Glenn E. Lovett, Esq.

/smm
A5459258.DOCX
Enclosures

**ARTICLES OF CONVERSION
OF
THE GOLF CLUBS OF MISSISSIPPI, L.L.C.,
a Mississippi limited liability company**

These Articles of Conversion are submitted to convert The Golf Clubs of Mississippi, LLC, a Mississippi limited liability company (the "Converting Entity"), into a Florida limited liability company in accordance with Section 605.1045, *Florida Statutes*.

1. The name of the Converting Entity immediately prior to the filing of these Articles of Conversion is The Golf Clubs of Mississippi, LLC.

2. The Converting Entity is a limited liability company first organized under the laws of the State of Mississippi on October 24, 2023 having the Mississippi Business ID 14161322.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is The Golf Clubs of Mississippi, LLC (the "Converted Entity").


4. The Plan of Conversion and Domestication has been approved in accordance with all applicable statutes, including all applicable Mississippi state law, specifically Section 79-37-501 - 79-37-506 of the Mississippi Code, and Florida state law, specifically Sections 605.1041-605.1046 of the Florida Revised Limited Liability Company Act. No members are entitled to appraisal rights as all of the members of the Converting Entity approved the Plan of Conversion and Domestication and remain all of the members of the Converted Entity.

5. The effective date of these Articles of Conversion shall be the date of filing with the Florida Department of State.

6. The conversion is permitted by and complies with all requirements set forth in applicable Mississippi state law, and Florida state law, including Sections 605.1041-605.1046 of the Florida Revised Limited Liability Company Act.


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

THE GOLF CLUBS OF MISSISSIPPI, LLC a
Mississippi limited liability company (Converting
Entity)

By: _____
Jerome Pate, Authorized Representative

Date: October 01, 2024

THE GOLF CLUBS OF MISSISSIPPI, LLC a
Florida limited liability company (Converted
Entity)

By: _____
Jerome Pate, Authorized Representative

Date: October 01, 2024

[Signature Page to Articles of Conversion of The Golf Clubs of Mississippi, LLC]

**ARTICLES OF ORGANIZATION
OF
THE GOLF CLUBS OF MISSISSIPPI, LLC**

The undersigned, Jerome Pate, a natural person competent to contract and an authorized representative of The Golf Clubs of Mississippi, LLC, hereby presents these Articles of Organization as the Articles of Organization of The Golf Clubs of Mississippi, 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 The Golf Clubs of Mississippi, LLC. This limited liability company is referred to in these Articles of Organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The address of the initial principal office and mailing address is 301 Schubert Drive, Pensacola, Florida 32504. The Company's mailing address and principal office may hereafter be at such other place or places as its members from time to time may determine.

ARTICLE III - PURPOSE AND POWERS

The Company is organized for the special purpose of acquiring, owning, improving, expanding, and operating the Mossy Oak Golf Club and the Old Waverly Golf Club located in Mississippi, including the potential acquisition and development of additional, adjacent and for a similar purpose.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date of filing 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

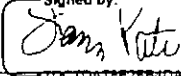
The initial registered officer of the Company is Jerome Pate, and the initial address for that registered agent is 301 Schubert Drive, Pensacola, Florida 32504.

ARTICLE VI - MANAGEMENT

The Company shall be managed by one or more managers in accordance with the terms of the Operating Agreement for the Company. The names and addresses of the initial managers of the Company are as follows:

Jerome Pate – 301 Schubert Drive, Pensacola, Florida 32504
Boyce Adams, Sr. – 50 Browning Walls, Homewood, Alabama 35209

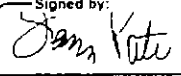
IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Articles of Organization on the date set forth below.

Signed by:

7DC7DA78F2FB4DA
Jerome Pate, as Authorized Representative

Date: 10/02/2024

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of The Golf Clubs of Mississippi, LLC. I am familiar with and accept the duties and obligations of such designation.

Signed by:

7DC7DA78F2FB4DA
Jerome Pate

Date: 10/02/2024

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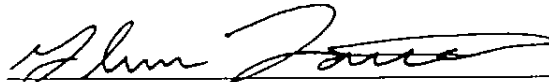
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NAME RELEASE AFFIDAVIT

THE GOLF CLUBS OF MISSISSIPPI, LLC

I, Glenn E. Lovett, Esq., an authorized representative of THE GOLF CLUBS OF MISSISSIPPI, LLC, a Florida limited liability company (the "Company"), with the assigned document number L24000227928, hereby confirm that the Company will not file a revocation of dissolution nor reinstatement on behalf of the Company. The Company would like to release the name for use in the conversion of The Golf Clubs of Mississippi, LLC, a Mississippi limited liability company, to a Florida limited liability company.

Thank you.



Glenn E. Lovett, Esq., as Authorized Representative

Date: 10/01/2024