

P00000047945

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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*Conversion*

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FL 32302

**SUNSHINE** CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive  
Tallahassee, Florida 32312

(850) 656-4724

SUNSHINECORPORATE2014@GMAIL.COM

Date:

7-28-16

ENTITY NAME:

BP SUN BELT, LLC

**\*\*PLEASE FILE THE ATTACHED AND RETURN:\*\***

Plain Copy

Certified Copy

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:\*\***

Document Number:

Certified Copy of Arts & Amendments

## Certificate of Good Standing

**\*\*APOSTILLE'/NOTARIAL CERTIFICATION:\*\***

COUNTRY OF DESTINATION

NUMBER OF CERTIFICATES REQUESTED

TOTAL AMOUNT OWED:

150-

CHECK NUMBER:

2732

PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

FILED  
15 JUL 28 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
S MATTER

CERTIFICATE OF CONVERSION  
FOR  
FLORIDA PROFIT CORPORATION  
INTO  
DELAWARE LIMITED LIABILITY COMPANY

FILED  
16 JUL 28 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following Florida Profit Corporation into an Other Business Entity in accordance with Section 607.1113, Florida Statutes.

I.

The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is: SUN BELT, INC. ("Converting Entity") (FL Document Number P00000047945).

II.

The name of the Other Business Entity is BP SUN BELT, LLC. ("Converted Entity").

III.

The Converted Entity is a limited liability company, organized under the laws of Delaware.

IV.

The Converting Entity has converted into a Delaware limited liability company in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws governing the Converted Entity.

V.

The plan of conversion was approved by the Converting Entity in accordance with Chapter 607, Florida Statutes.

VI.

This conversion is effective under the laws governing the Converted Entity on July 27, 2016.

VII.

This conversion shall be effective in Florida on

VIII.

The Converted Entity's principal office address is: 3603 Lakeland Drive West, Lakeland, Florida 33811.

IX.

The Converted Entity agrees to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607-1301-607.1333, Florida Statutes.

Signed this 27 day of July, 2016.

CONVERTING ENTITY-FLORIDA PROFIT  
CORPORATION:

SUN BELT, INC.

By: J. Gunnar Henning  
J. GUNNAR HENNING, President

FILED  
16 JUL 28 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONVERTED ENTITY-DELAWARE  
LIMITED LIABILITY COMPANY:

BP SUN BELT, LLC

By: J. Gunnar Henning  
J. GUNNAR HENNING,  
Authorized Agent

PLAN OF GONVERSION  
FOR  
SUN BELT, INC.,  
a Florida corporation  
TO  
BP SUN BELT, LLC,  
a Delaware limited liability company

FILED  
16 JUL 28 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole stockholder of SUN BELT, INC., a Florida corporation, does hereby consent to the adoption of the following Plan of Conversion ("Plan of Conversion") pursuant to the applicable provisions of the Florida Statutes:

1. SUN BELT, INC., a Florida corporation ("Converting Entity"), is to be converted into a limited liability company organized under the laws of the State of Delaware, to be known as BP SUN BELT, LLC ("Converted Entity").

2. The Converting Entity will converted into the Converted Entity (the "Conversion") in accordance with the applicable provisions of the Florida Business Corporation Act ("FLBCA") and the Delaware Limited Liability Company Act ("DLLCA"). The Converted Organization will be a limited liability company governed by the DLLCA following the Conversion.

3. The conversion is effective upon filing of the Certificate of Conversion and Certificate of Formation with the Delaware Secretary of State (the "Effective Time"). At the Effective Time, the Converting Organization will be converted to the Converted Organization in accordance with this Plan of Conversion the provisions of the FLBCA and the DLLCA, whereupon the existence of the Converted Organization will be, for all purposes the same entity that existed before the Conversion. Therefore, upon the Effective Time, the Converted Organization will be deemed to have been organized on the original date of organization of the Converting Organization, and all transactions occurring before and after the Effective Time will be deemed transactions of, and for the account of, the Converted Organization.

4. The Certificate of Conversion by which the Corporation has been converted under the laws of the State of Florida is attached to this Plan of Conversion as Exhibit 1.

5. As of the Effective Time, (i) the title to any real property and other property or any interest therein owned by the Converting Organization will remain vested in the Converted Organization; (ii) the Converted Organization will continue to be responsible and liable for all liabilities and obligations of the Converting Organization, including any liability to any shareholders having appraisal rights, if any, under sections 607.1301-607.1333 of the FLBCA with respect to the Conversion; (iii) any claim existing or action or proceeding pending by or against the Converting Organization may be continued as if the conversion did not occur; and (iv) neither the rights of creditors nor any liens upon the property of the Converting Organization will be impaired by the Conversion.

6. If at any time after the Effective Time, the Converted Organization determines or is advised that any instrument of further assurance is needed in order to evidence the continued vesting in it of the title of the Converting Organization to any of the property rights of the Converting Organization, the appropriate officers or managers of the Converted Organization and the Converting Organization are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all acts or things, in the name of the Converted Organization and the Converting Organization, as may be required or desirable to carry out the provisions of this Plan of Conversion.

7. The shares of stock of the Converting Organization (the "Converting Organization's Shares") held by the sole shareholder immediately prior to the Effective Time will be converted into units of limited liability company interest of the Converted Organization. By virtue of the Conversion and without any action of the sole shareholder, the Converting Organization's Shares will be deemed to be converted at a ratio equal to one unit of limited liability company interest in the Converted Organization for every one Converting Organization's Shares. At the Effective Time, the sole shareholder of the Converting Organization will be entitled only to the rights provided in this Plan of Conversion and to their appraisal rights, if any, under Sections 607.1301-607.1333 of the FLBCA.

8. The Certificate of Formation of the Converted Organization shall be the Certificate of Formation that is attached hereto as Exhibit 2.

*[Signature Page Follows]*

The sole stockholder of the Converting Entity confirms and ratifies the foregoing Plan of Conversion and the stockholder hereby authorizes and empowers J. GUNNAR HENNING, President, to take any and all such other action as may be necessary to otherwise effectuate the purposes of this Plan of Conversion.

DATED this 27 day of July, 2016.

SBHC, LLC

By:   
J. GUNNAR HENNING, Manager

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**EXHIBIT 1**  
**Florida Certificate of Conversion**

**Attached.**



CERTIFICATE OF CONVERSION  
FOR  
FLORIDA PROFIT CORPORATION  
INTO  
DELAWARE LIMITED LIABILITY COMPANY

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Signed this 27 day of July, 2016.

CONVERTING ENTITY-FLORIDA PROFIT  
CORPORATION:

SUN BELT, INC.

By: J. Gunnar Henning  
J. GUNNAR HENNING, President

CONVERTED ENTITY-DELAWARE  
LIMITED LIABILITY COMPANY:

BP SUN BELT, LLC

By: J. Gunnar Henning  
J. GUNNAR HENNING,  
Authorized Agent

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**EXHIBIT 2**  
**Delaware Certificate of Formation**

Attached.

**CERTIFICATE OF FORMATION  
OF  
BP SUN BELT, LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

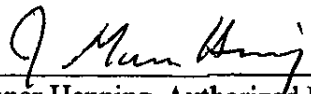
**ARTICLE 1.**

The name of the limited liability company is BP Sun Belt, LLC.

**ARTICLE 2.**

The address of the registered office of the limited liability company in Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, I have executed this Certificate of Formation as of July 27, 2016.

  
\_\_\_\_\_  
J. Gunnar Henning, Authorized Person