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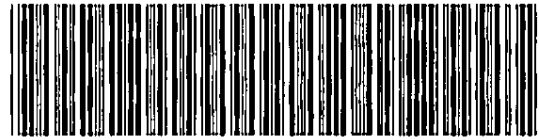
(Business Entity Name)

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Filing Cover Sheet

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 1/26/2021

Trans#: 1178032

Entity Name: SWANSON FIRE PROTECTION, INC. (FL) CONVERTING INTO
SWANSON FIRE PROTECTION, LLC (TX)

Articles Incorporation ()

Articles of Dissolution ()

Conversion (XXX)

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Articles of Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger ()

Withdrawal / Cancellation ()

STATE FEES PREPAID WITH CHECK #2081 FOR \$43.75

PLEASE RETURN:

Certified Copy (XXX)

Plain Photocopy ()

Good Standing (XXX)

Certificate of Fact ()

**ARTICLES OF CONVERSION
FOR
CONVERTING
FLORIDA PROFIT CORPORATION
INTO
"OTHER BUSINESS ENTITY"**

Date: January 25, 2021

THESE ARTICLES OF CONVERSION are submitted to convert a domestic corporation (which is a Florida Profit Corporation) into a converted foreign eligible entity (which is a Texas limited liability company) in accordance with Section 607.11933, Florida Statutes.

1. Name, Jurisdiction, and Type of Entity of the Converting Eligible Entity. The name of the domestic corporation, which is the converting domestic eligible entity, immediately prior to the filing of these Articles of Conversion is SWANSON FIRE PROTECTION INC., a corporation formed under the laws of the State of Florida on September 24, 2002 (the "Converting Eligible Entity"). Each shareholder of the Converting Eligible Entity has approved these Articles of Conversion.
2. Name, Jurisdiction, and Type of Entity of the Converted Eligible Entity. The name of the converted foreign eligible entity is SWANSON FIRE PROTECTION, LLC (the "Converted Eligible Entity"), a limited liability company under the laws of the State of Texas.
3. Approval of Plan. The plan of conversion was approved in accordance with Chapter 607, Florida Statutes.
4. Articles of Organization. A copy of the Converted Eligible Entity's public organic record, as filed with the Florida Department of State, Division of Corporations, is attached hereto as Exhibit A.
5. Effective Date. This conversion shall be effective at 11:59 p.m. EST on the date these Articles of Conversion are filed with the Florida Department of State, Division of Corporations.

[Balance of page intentionally left blank; signature blocks appear on following page.]

[Signature Page to Florida Articles of Conversion]

IN WITNESS WHEREOF, the undersigned, being duly authorized, has executed these Articles of Conversion as of the date first set forth above.

CONVERTING ELIGIBLE ENTITY:

SWANSON FIRE PROTECTION INC.,
a Florida corporation


By: 
Name: John Swanson
Title: Director, President

EXHIBIT A

(See attached document)

**CERTIFICATE OF FORMATION
FOR
SWANSON FIRE PROTECTION, LLC**

The undersigned, acting as the sole organizer of a limited liability company under Titles 1 and 3 of the Texas Business Organizations Code (the "Code"), adopts the following Certificate of Formation for SWANSON FIRE PROTECTION, LLC, a Texas limited liability company (the "Company"):

**ARTICLE I
NAME**

The name of the Company is Swanson Fire Protection, LLC.

**ARTICLE II
DURATION**

The period of duration of the Company is perpetual, unless the Company dissolves in accordance with the provisions of its company agreement.

**ARTICLE III
PURPOSE**

The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Code.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of the Company's initial registered office in the State of Texas is 206 E. 9th Street, Suite 1300, Austin, Texas 78701, and the name of the Company's initial registered agent at that address shall be Capitol Corporate Services, Inc.

**ARTICLE V
INITIAL MANAGER**

The Company will be manager managed, and the names and address of the initial manager is:

Name

Address

John Swanson

233 E. Bay Street, Suite 1101
Jacksonville, Florida 32202

**ARTICLE VI
LIMITATION OF LIABILITY**

Neither a member nor a manager of the Company shall be liable to the Company or its members for monetary damages for an act or omission in such person's capacity as a manager, member or managing member except that this Article VI does not eliminate or limit the liability of a member or manager to the extent such person is found liable for (i) a breach of such person's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of such person to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the member or manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such person's office; or (iv) an act or omission for which the liability of such person is expressly provided by an applicable statute. Any repeal or amendment of this Article VI by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a member or manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which a member or manager of the Company is not liable as set forth in the preceding sentences, neither a member nor manager shall be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a member, a manager or of a director of a corporation.

**ARTICLE VII
ORGANIZER**

The name and address of the organizer is Gary Miller, 435 Ocean Avenue, Lawrence, New York 11559.

**ARTICLE VIII
CONVERSION**


The Company is being created pursuant to an Agreement and Plan of Conversion filed by Swanson Fire Protection Inc. The Company is the converted entity pursuant to the Agreement and Plan of Conversion. Swanson Fire Protection Inc. is a Florida corporation formed under the laws of the State of Florida on September 24, 2002, whose address is 233 E. Bay Street, Suite 1101, Jacksonville, Florida 32202. This Certificate of Formation is being filed in accordance with the Agreement and Plan of Conversion and contemporaneously with the Certificate of Conversion of Swanson Fire Protection Inc.

**ARTICLE IX
EFFECTIVENESS**

This document becomes effective when the document is filed by the Secretary of State for the State of Texas.

The undersigned affirms that the person designated as the registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on January 25, 2021.



Gary Miller, Organizer

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