

**STATEMENT OF CONVERSION
OF
MITCHELL INVESTMENT COMPANY, LLC**

Mitchell Investment Company, LLC, an Alabama limited liability company (the "Company"), for the purposes of converting the Company to a Florida limited liability company pursuant to the provisions of Sections 10A-1-8.01 and 10A-1-8.04 of the Alabama Business and Nonprofit Entity Code (the "Alabama Act"), hereby executes the following Statement of Conversion:

1. The name of the Company is Mitchell Investment Company, LLC, an Alabama limited liability company. The Company's Alabama ID Number is 695 - 228.
2. Articles of Organization of the Company were filed with the Judge of Probate of Shelby County, Alabama on December 12, 2003, establishing the Company under and pursuant to the Alabama Act.
3. The Company has been converted to a Florida limited liability company pursuant to Sections 10A-1-8.01 and 10A-1-8.04 of the Alabama Act and Section 605.1045 of the Florida Limited Liability Company Act (the "FLLCA").
4. The name of the business entity to which the Company has been converted is "Mitchell Investment Company, LLC" and its Articles of Organization and Articles of Conversion are filed in the office of the Florida Secretary of State.
5. The conversion of the Company has been duly approved in accordance with the provisions of the Alabama Act and the FLLCA.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Company, has executed this instrument on the 31st day of March, 2015.

MITCHELL INVESTMENT COMPANY, LLC

By: X *Guy K. Mitchell, Jr.*
Name: Guy K. Mitchell, Jr.
Title: Managing Member

By: X *Katharine I. Mitchell*
Name: Katharine I. Mitchell
Title: Member

Secretary of State
State of Alabama

I hereby certify that this is a true and complete
copy of the document filed in this office on

DATE: 4/28/15
6/22/15

X *J. H. Mitchell*
Secretary of State *RAM*

Entity Change
695-228
Date 4/28/2015
Time 17:00
150505 6 PM
File \$100.00
Ackn \$.00
Exp \$.00
Total \$100.00
06/002



20150624000212710 2/6 \$58.00
Shelby Cnty Judge of Probate, AL
06/24/2015 03:26:38 PM FILED/CERT

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Conversion, and Articles of Organization, filed on April 9, 2015, with an organizational date deemed effective December 12, 2003, for MITCHELL INVESTMENT COMPANY, LLC, the resulting Florida Limited Liability Company, as shown by the records of this office.

The document number of this entity is L15000062817.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Tenth day of April, 2015



CR2EO22 (1-11)

Ken Retzner

Ken Retzner
Secretary of State

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Shelby Cnty Judge of Probate, AL
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Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion and attached Articles of Organization are submitted to convert the following
"Other Business Entity" into a Florida Limited Liability Company in accordance with s.605.1045, Florida
Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Mitchell Investment Company, LLC
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Alabama limited liability company
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of State of Alabama
(Enter state, or if a non-U.S. entity, the name of the country)
on December 12, 2003
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
Mitchell Investment Company, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the
date this document is filed by the Florida Department of State; AND 2) must be the same as the effective
date listed in the attached Articles of Organization, if an effective date is listed therein.)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Signed this 31st day of March 2015

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: X Guy K. Mitchell, Jr.
Printed Name: Guy K. Mitchell, Jr. Title: Managing Member

Signature(s) on behalf of Other Business Entity: (See below for required signature(s).)

Signature: X Guy K. Mitchell, Jr.
Printed Name: Guy K. Mitchell, Jr. Title: Managing Member

Signature: X Katharine I. Mitchell
Printed Name: Katharine I. Mitchell Title: Member

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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Shelby Cnty Judge of Probate, AL
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Mitchell Investment Company, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

401 Sabal Palm Lane
Vero Beach, FL 32963

Mailing Address:

401 Sabal Palm Lane
Vero Beach, FL 32963

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Guy K. Mitchell, Jr.

Name

401 Sabal Palm Lane

Florida street address (P.O. Box NOT acceptable)

Vero Beach

City

FL 32963

Zip

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..

Guy K. Mitchell, Jr.
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Guy K. Mitchell, Jr.
401 Sabal Palm Lane
Vero Beach, FL 32963

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Guy K. Mitchell, Jr.

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA

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