

STATE OF ALABAMA

CONVERSION OF FOREIGN ENTITY TO DOMESTIC ENTITY

PURPOSE: In order to change the registration of a foreign entity (any entity formed outside of Alabama) to reflect a conversion to a domestic entity of the same type, the entity must deliver the documentation in this form to the Alabama Secretary of State for filing pursuant to Section 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail two (2) signed copies of the completed Conversion package, the filing fee of \$125.00 for standard processing (no filing timeframe is guaranteed – dependent upon volume and staffing) or \$225.00 for expedited processing (guaranteed processing within approximately 3 business days after receipt of filing) payable by credit card, check, or money order to the Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616, and a check or money order made out to the Judge of Probate in the county where the entity's registered office will be located (contact the Office of the Judge of Probate for fees). The Conversion will not be registered if the credit card does not authorize and will be removed from the index if the check is dishonored. If you desire a stamped copy returned to you, supply a third copy and a pre-addressed postage paid return envelope.

Barcode and tracking information: 20131010000406960 1/13 \$58.00 Shelby Cnty Judge of Probate, AL 10/10/2013 12:06:28 PM FILED/CERT

Alabama Sec. Of State Entity Change F/C 939-959 Date 9/20/2013 Time 17:00 131008 File \$125.00 Ackn \$.00 Exp \$.00 Total \$125.00 02/004

(For SOS Office Use Only)

The information completing this form must be typed or it will be returned without review. Faxed and emailed transmissions will not be acknowledged, processed, or returned.

- 1. Information on the converting entity [entity will cease to exist at conversion/this is the termination by conversion 10A-1-8.01(b)(3)]

Alabama entity id number of qualified converting foreign entity: 939-959 (Format 000-000)

INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM: If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

OR Entity is not a qualified foreign entity in Alabama: \_\_\_\_\_ and \_\_\_\_\_ Jurisdiction of formation (state/country if outside of United States) \_\_\_\_\_

This Document was prepared by: \_\_\_\_\_ (For County Probate Court Office Use Only)

ULLI STEINER-MASSEY TAX PROFESSIONAL SERVICES, LLC 1105 W MAPLE AVE GENEVA, AL. 36340

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: 9/20/13 10/8/13 [Signature] Secretary of State RRM

**CONVERSION of a FOREIGN ENTITY to DOMESTIC ENTITY**

The name of the qualified entity as registered in Alabama or the legal name of the entity in jurisdiction of formation:

WEALTH PLANNIG SERVICES, INC

If the entity is not qualified in Alabama: a copy of the articles of incorporation and any amendments thereto certified by the agency of authority in the jurisdiction of formation must be attached for corporations; and a limited partnership, limited liability partnership, or limited liability limited partnership must attach a current (within the last 6 months) certificate of existence or good standing.

The title and address of the public office where the certification of formation on the converting entity is filed:

FLORIDA DEPARTMENT OF STATE; DIVISION OF CORPORATIONS, CORPORATE FILINGS

PO BOX 6327; TALLAHASSEE, FL. 32314

- 2. Information on the **converted entity** [formed/this is created by conversion 10A-1-8.01(b)(2)] – this entity will continue to exist and be indexed under the Alabama Entity ID Number provided in Item 1 on page 1 if the converting entity was a qualified foreign entity in Alabama (non-qualified foreign entities will be issued a Alabama Entity ID Number):

The **name of the new domestic entity** resulting from this conversion (A domestic name reservation certificate issued by the Alabama Secretary of State must be attached unless the name is not changing from a qualified converting foreign entity already registered in the State of Alabama under that name with the exception of the entity type designation):

WEALTH PLANNIG SERVICES, INC

The converted name must agree with the converted entity type for purposes of Title 10A, Chapter 1, Article 5.

**County Probate Office in Alabama** where converted domestic entity’s formation will be filed (in which registered office is/will be located): SHELBY COUNTY; PO BOX 825; COLUMBIA, AL. 350510

**The Type of Entity formed by conversion (must check one):**

- Business Corporation
- Nonprofit Corporation
- Professional Corporation (PC)
- Limited Liability Company (LLC)
- Registered Limited Liability Partnership (LLP)
- Limited Partnership (LP)
- Limited Liability Limited Partnership (LLLP)
- Employee Cooperative Corporation
- Real Estate Investment Trust

Street (No PO Boxes) Address of principal office: 2290 VALLEYDALE RD. BIRMINGHAM, AL. 35244

Mailing Address (if different) \_\_\_\_\_



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## CONVERSION of a FOREIGN ENTITY to DOMESTIC ENTITY

Name of registered agent for service of process if the Principal Office is not located in Alabama (**MUST** be physically located in Alabama):

MARCIA MILLER SWEET

Street (**No PO Boxes**) Address of initial registered office if different from principal office (**MUST** be physically located in Alabama and the office of the Registered Agent):

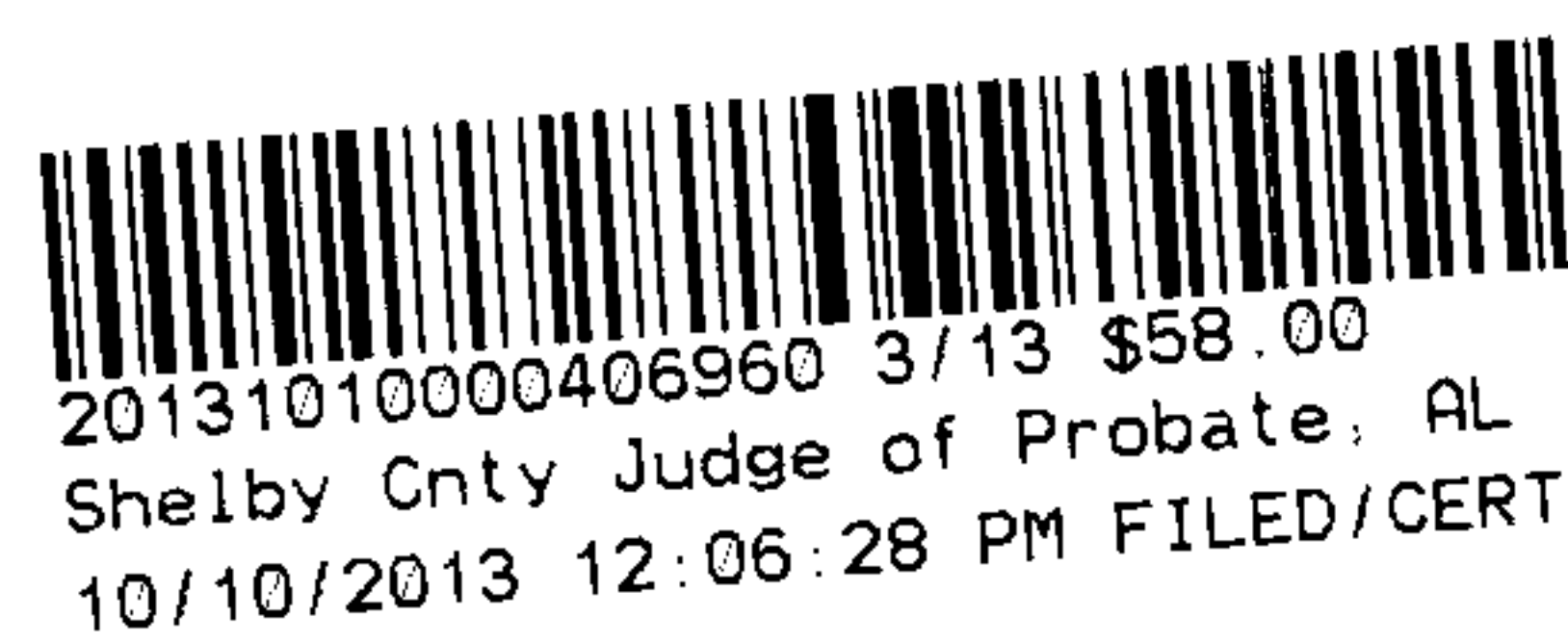
2290 VALLEYDALE RD. BIRMINGHAM, AL. 35244

Mailing Address in Alabama (if different)

### The following attachments must be included with the filing based on type of converted entity:

- Business Corporation (includes Professional Corporations – 10A, Chapter 4): attachment stating the number of shares the corporation is authorized to issue; names and addresses of individuals who will serve as the initial directors and; purpose or purposes for which the corporation is formed (10A-2-2.02)
- Nonprofit Corporation: attachment stating if the nonprofit corporation is to have members or a statement that there are to be no members; number of initial directors constituting the initial board of directors and; names and addresses of the initial directors (10A-3-3.02)
- Limited Liability Company: the right, if given, to admit additional members and the terms and conditions of admitting additional members; the circumstances, if any, under which the cessation of membership of one or more members will result in dissolution and; statement as to whether the LLC shall be managed by a manager or managers and the names and mailing addresses of any managers (10A-5-2.02)
- Limited Partnership: a registered agent and agent address must be included even if the principal address is in Alabama and; the name and the street and mailing address of each general partner must be attached (10A-9-2.01); each general partner must sign this formation by conversion document (10A-1-3.04)
- Limited Liability Partnership: a brief statement of the business in which the partnership engages (10A-8-10.01)
- Limited Liability Limited Partnership: by definition the LLLP follows the filing format of the Limited Partnership above (10A-9-1.02(9) and (11))
- Other: if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.

3. The surviving domestic entity is formed by conversion.
4. The duration of the entity shall be perpetual unless otherwise stated by attachment.
5. The undersigned certifies that the conversion is permitted by the law of the state or country under whose law the converting foreign entity was formed and the converting foreign entity has complied with that law in effecting this conversion (10A-1-8.04).
6. The undersigned certifies that if the converted entity is one in which one or more owners lack limited liability protection, each owner who is to become an owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01.
7. A plan/certificate of conversion is attached setting forth any voting or authorization requirements, additional signature requirements, or other entity specific details required or allowed under *Code of Alabama 1975*, Title 10A, Chapter 1, Article 8 (specifically 10A-1-8.01).



**CONVERSION of a FOREIGN ENTITY to DOMESTIC ENTITY**

- 8. The undersigned certifies that this conversion was approved pursuant to 10A-1-8.01(b)(1)e.
- 9. Other terms and conditions not inconsistent with Alabama Code Title 10A and additional authorized signatures may be added by attachment.

**More than one authorized person may sign (for a LP or LLLP all General Partners must sign).**

08-20-2013

Date

MARCIA MILLER SWEET, PRESIDENT

Typed Name **and** Title of Signature Below

Marcia Miller Sweet

Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

\_\_\_\_\_  
Date

\_\_\_\_\_  
Typed Name **and** Title of Signature Below

\_\_\_\_\_  
Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

\_\_\_\_\_  
Date

\_\_\_\_\_  
Typed Name **and** Title of Signature Below

\_\_\_\_\_  
Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*



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# *State of Florida*

## *Department of State*

I certify from the records of this office that WEALTH PLANNING SERVICES INC. is a corporation organized under the laws of the State of Florida, filed on June 3, 2008, effective June 3, 2008.

The document number of this corporation is P08000054515.

I further certify that said corporation has paid all fees due this office through December 31, 2012, that its most recent annual report was filed on February 27, 2012, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of Florida, at Tallahassee, the Capital, this the Twentieth day of August, 2013*

*Ken Detzner*

*Secretary of State*



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Authentication ID: 200250889212-082013-P08000054515

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

**Electronic Articles of Incorporation  
For**

**P08000054515  
FILED  
June 03, 2008  
Sec. Of State  
sprather**

WEALTH PLANNING SERVICES INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

WEALTH PLANNING SERVICES INC.

**Article II**

The principal place of business address:

5209 SAN JOSE BLVD  
SUITE # 103  
JACKSONVILLE, FL. 32207

The mailing address of the corporation is:

5209 SAN JOSE BLVD  
SUITE # 103  
JACKSONVILLE, FL. 32207

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The number of shares the corporation is authorized to issue is:

1000

**Article V**

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

MARCIA A MILLER  
5209 SAN JOSE BLVD  
SUITE # 103  
JACKSONVILLE, FL. 32207



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I certify that I am familiar with and accept the responsibilities of registered agent.

**P08000054515**  
**FILED**  
**June 03, 2008**  
**Sec. Of State**  
**sprather**

Registered Agent Signature: MARCIA MILLER

### **Article VI**

The name and address of the incorporator is:

CHARLES MCQUAID  
PO BOX 760

GENEVA, AL. 36340

Incorporator Signature: CHARLES MCQUAID

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P  
MARCIA A MILLER  
5209 SAN JOSE BLVD  
JACKSONVILLE, FL. 32207

### **Article VIII**

The effective date for this corporation shall be:

06/03/2008



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PD8000054515

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700184515117

08/24/10--01015--003 \*\*35.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 AUG 24, PM 1:29



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Amend  
@ 8/25/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** WEALTH PLANNING SERVICES, INC

**DOCUMENT NUMBER:** P08000054515

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ULLI STEINER-MASSEY

Name of Contact Person

TAX PROFESSIONALS, LLC

Firm/ Company

PO BOX 760

Address

GENEVA, AL. 36340

City/ State and Zip Code

ULLI@MCQUAIDTAX.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ULLI STEINER-MASSEY

Name of Contact Person

at ( 334 )

684-6398

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



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Articles of Amendment  
to  
Articles of Incorporation  
of

**WEALTH PLANNING SERVICES INC.**

(Name of Corporation as currently filed with the Florida Dept. of State)

**P08000054515**

(Document Number of Corporation (if known))

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 AUG 24 PM 1:29

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**  
*(Principal office address **MUST BE A STREET ADDRESS**)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**  
*(Mailing address **MAY BE A POST OFFICE BOX**)*

1 CHASE CORPORATE CENTER  
SUITE # 400  
BIRMINGHAM, AL. 35244

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent:* \_\_\_\_\_


*New Registered Office Address:* \_\_\_\_\_ *(Florida street address)*

\_\_\_\_\_, Florida  
*(City) (Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

  
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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
*(if not applicable, indicate N/A)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The date of each amendment(s) adoption: 08-16-2010  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

“The number of votes cast for the amendment(s) was/were sufficient for approval  
by \_\_\_\_\_.”  
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

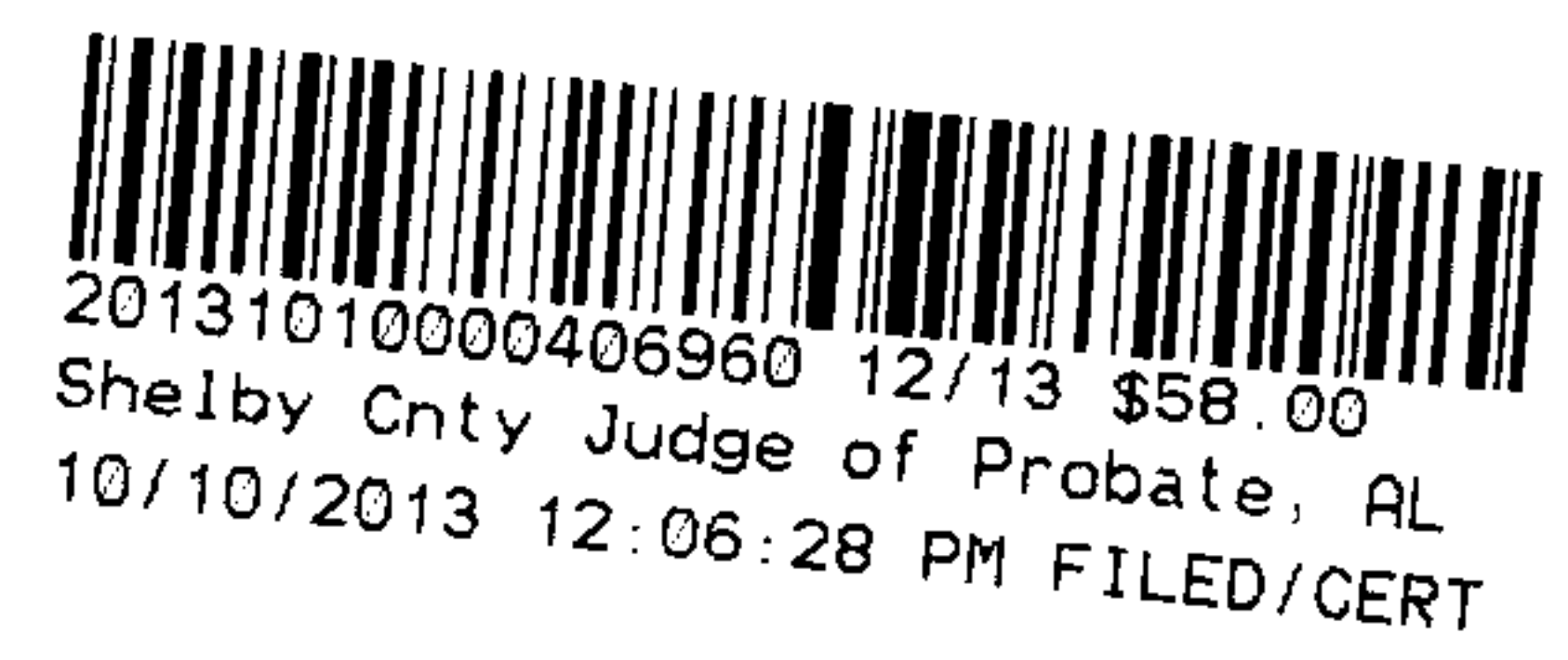
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 8-16-2010

Signature Marcia Miller  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

MARCIA MILLER  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)



# Tax Professional Services, LLC

A Financial Services Corporation  
1105 W Maple Ave  
Geneva, Al. 36340  
334-684-6398  
334-684-7193 -fax  
www.taxprollc.com

*Members: National Society of Accountants, National Association of Enrolled Agents, National Society of Tax Professionals, National Association of Tax Practitioners, National Institute of Tax Studies, Accreditation Council for Accountancy and Taxation, Tax Freedom Institute, The American College of Forensic Examiners*

Alabama Secretary of State  
PO Box 5616  
Montgomery, ALL. 36103

September 17, 2013

Re: Wealth Planning Services, Inc

To whom it may concern.

## ATTACHMENT

The number of shares the corporation is authorizes to issue is: 1000. See: Articles of Incorporation, Article IV.

The initial director is Marcia A Miller (President). See: Articles of Incorporation, Article VII.

The new address of the initial director is: 2290 Valleydale Rd, Birmingham, Al. 35244. See: Conversion of foreign entity to domestic entity form page 2.

The purpose for which this Corporation is organized is any and all lawful business. See: Articles of Incorporation, Article III.



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