

STATE OF ALABAMA

CONVERSION OF A DOMESTIC ENTITY
Business Corporation to Limited Liability Company

PURPOSE: In order to change the entity type of a domestic entity (any entity formed in Alabama), the entity must deliver the documentation in this form pursuant to Section 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of the completed Conversion package, the filing fee of \$25.00 (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 formation documents were recorded (contact the Office of the Judge of Probate for the fees). The Secretary of State will file and transmit the copies to the Judge of Probate in accordance with 10A-1-4.02(g). 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.

This form must be typed or laser printed.
Faxed and emailed transmissions will not be acknowledged, processed, or returned.

1. Information on the converting entity (entity will cease to exist at conversion/termination by conversion):

Alabama entity id number of converting entity: 287 - 137 (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.

The name of the converting entity as recorded with the Secretary of State of Alabama:

Mitzi Jane Media, Inc.

County Probate Office in Alabama where the formation documents/articles of this domestic entity were recorded and where the conversion document will be forwarded for recording: Shelby County

This Document was prepared by:

(For County Probate Court Office Use Only)



Christopher S. Hamer
205 20th Street North, Ste. 710
Birmingham, Alabama 35203
t. 855.414.2637 | f. 888.908.7236

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: 10/9/13
10/14/13

Secretary of State



20131021000415630 1/7 \$58.00
Shelby Cnty Judge of Probate, AL
10/21/2013 10:07:24 AM FILED/CERT

Alabama
Sec. Of State
Entity Change D/C
287-137
Date 10/09/2013
Time 17:00
131014
File \$25.00
Ackn \$.00
Exp \$.00
Total \$25.00
01/006

(For SOS Office Use Only)

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2. Information on the converted (formed/created by this conversion) – this entity will continue to exist:

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 if the name is changing anything more than the entity identifier information – such as Inc., LLC, etc. – if only the identifier information is changing, no name reservation is required name):

Mitzi Jane Media, LLC

Converted entity will be (check one):

☐ Business Corporation

☐ Limited Partnership (LP)

☐ Nonprofit Corporation

☐ Limited Liability Limited Partnership (LLLP)

☐ Professional Corporation (PC)

☐ Employee Cooperative Corporation

☒ Limited Liability Company (LLC)

☐ Real Estate Investment Trust

☐ Registered Limited Liability Partnership (LLP)

3. Street (No PO Boxes) Address of principal office: 4062 Highland Ridge Road
Birmingham, Alabama 35242

Mailing Address (if different) _____

4. Name of registered agent for service of process in Alabama (if principal office is not physically located in Alabama):
Mitzi J. Eaker

5. Street (No PO Boxes) Address of initial registered office if different from principal office (MUST be physically located in Alabama if the principal office is located outside of Alabama):

4062 Highland Ridge Road, Birmingham, Alabama 35242

Mailing Address in Alabama (if different) _____

6. Purpose for which the limited liability company formed: See attached Exhibit

_____; the purpose includes the transaction of any lawful business for which limited liability companies may be organized in Alabama under Title 10A, Chapter 5 of the Code of Alabama.

7. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.



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8. The name(s) of the Organizer(s): Mitzi J. Eaker

Street (No PO Boxes) address of Organizer(s): 4062 Highland Ridge Road

Birmingham, AL 35242 Mailing address of Organizer(s) – (if

different from street address): _____

Attach a listing if more Organizers need to be added.

9. If the limited liability company is to be managed by one or more managers, give the number of managers _____ and the names and mailing addresses of the manager or managers who are to serve as managers until their successors are elected and begin serving:

Manager's Name: _____

Mailing address of Manager: _____

Manager's Name: _____

Mailing address of Manager: _____

Attach listing if more Managers need to be added.

10. The right, if given, of the member or members to admit additional members, and the terms and conditions of the admission are attached.

11. The circumstances, if any, under which the cessation of membership of one or more members will result in dissolution of the limited liability company are attached.

12. If the converted entity is one in which one or more owners lack limited liability protection, a statement that each owner of the converting entity who is to become a owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01 is attached.

13. The undersigned certify that the conversion was approved pursuant to *Code of Alabama 1975*, Title 10A, Chapter 1, Article 8 (specifically 10A-1-8.01) and that the information included in or attached to this conversion form are true and correct.

14. Signature requirements are in accordance with 10A-1-4.01 and 10A-1-8.01 of the *Code of Alabama 1975*.

____ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the limited liability company.



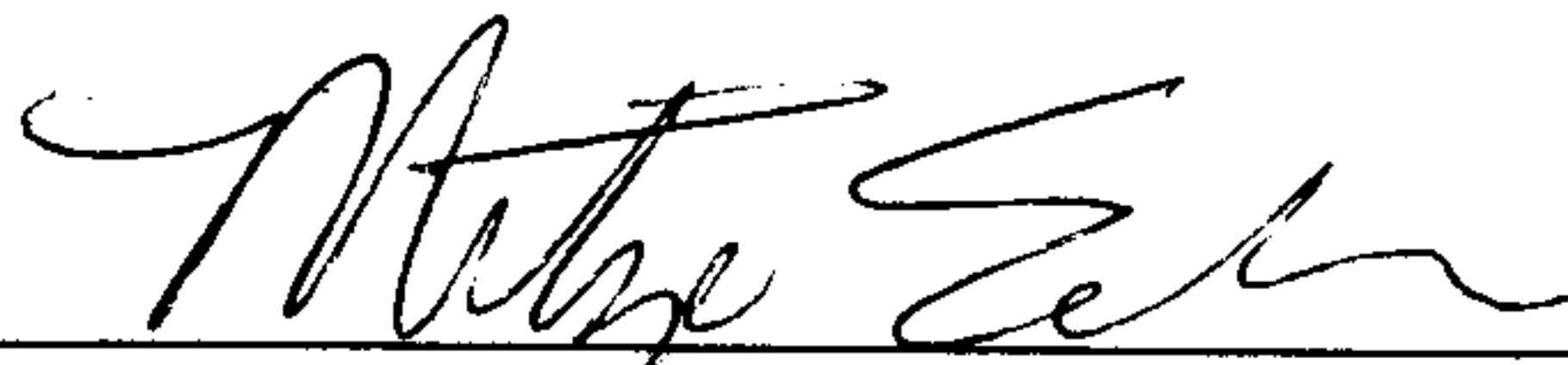
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Signature Page – Use additional if necessary.

10/3/13
Date

Mitzi Eaker
Typed or Printed Name and Title of Signature Below


Signature of Person Authorized to Sign

Date

Typed or Printed Name and Title of Signature Below

Signature of Person Authorized to Sign

Date

Typed or Printed Name and Title of Signature Below

Signature of Person Authorized to Sign


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ATTACHED EXHIBIT
CONVERSION OF MITZI JANE MEDIA, INC.
TO MITZI JANE MEDIA, LLC

(Paragraph numbers correspond to numbers on Conversion Form)

Paragraph 6 – Purpose

The purpose for which the limited liability company is formed:

- (a) To consult, train and instruct individuals, persons, groups, companies, corporations, and businesses in all aspects of media, marketing, commercial, public relations and advertising;
- (b) The transaction of any lawful business for which the limited liability company may be organized under the Alabama Limited Liability Company Law, including, but not limited to, the purposes stated above.

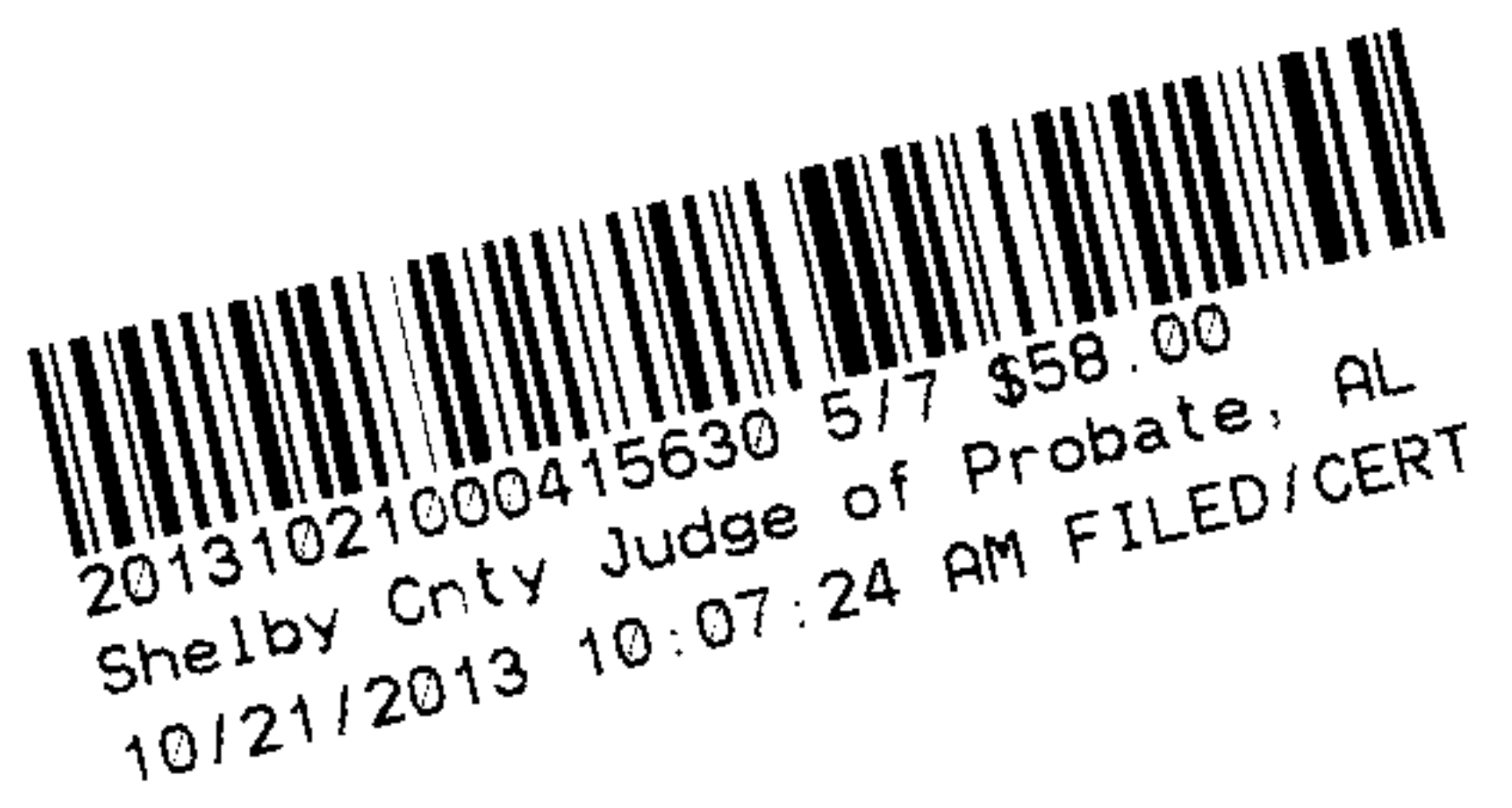
Paragraph 10 – Additional Members

The Member or any future Members of the limited liability company reserves the right to admit additional Members upon the unanimous consent of the Members.

Paragraph 13 – §10A-1-8.01 Compliance

See attached, as follows:

- (a) Unanimous Written Consent of the Board of Directors of Mitzi Jane Media, Inc.
- (b) Written Consent and Approval of the Shareholders of Mitzi Jane Media, Inc.



**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

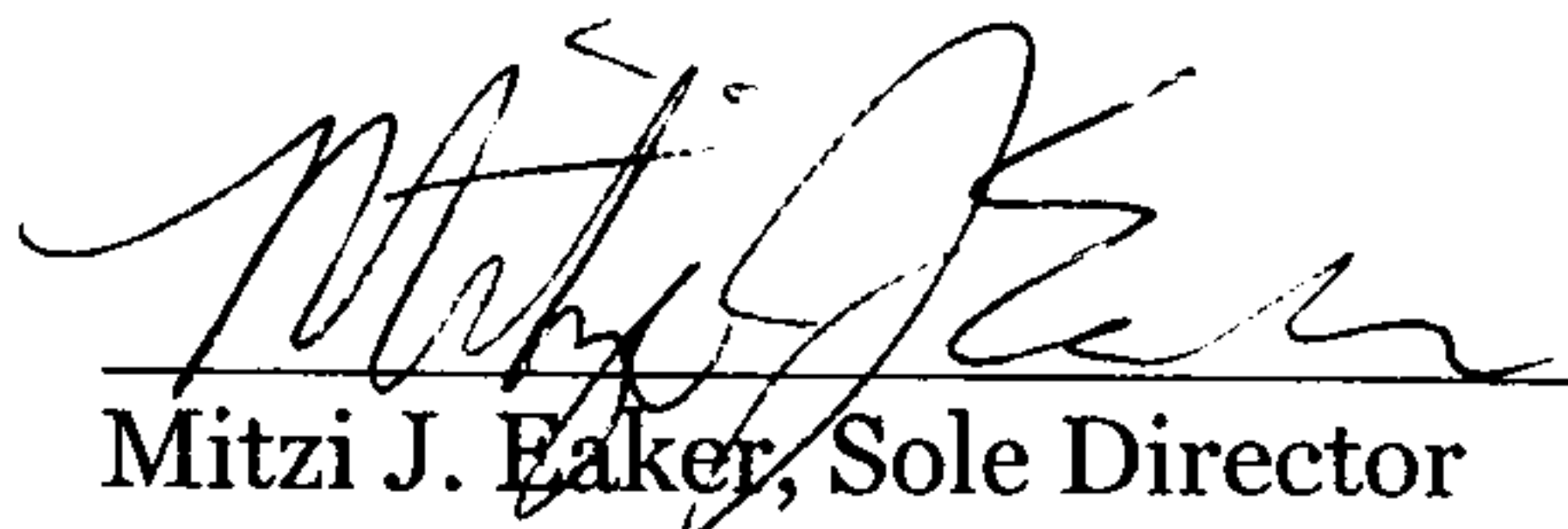
In accordance with Article 8 of the Alabama Business and Nonprofit Entity Code and Bylaws of Mitzi Jane Media, Inc., an Alabama corporation (the "Company"), the undersigned, constituting the all of the members of the Company's Board of Directors (the "Board"), hereby unanimously adopt the following resolution, and do hereby consent to the taking of the actions set forth herein effective as of the date of execution set forth below:

WHEREAS, the Board has determined that it is in the best interest of the Company to convert the Company from an Alabama corporation to an Alabama limited liability company;

RESOLVED, that Mitzi Jane Media, Inc. be converted to Mitzi Jane Media, LLC, an Alabama limited liability company;

RESOLVED, that upon execution of unanimous written consent and approval of the shareholders, the proper officers of the Company are hereby authorized and directed, in the name of and on behalf of the Company, and as its corporate act, to make all such arrangements, to do and perform all such acts and things and to execute and deliver all such certificates and other instruments and documents as they may deem necessary or appropriate in order to implement fully each and all of the foregoing resolutions, and all actions taken by them in this regard are hereby ratified and approved.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date set forth below opposite her name, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the last date of execution below. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.


Mitzi J. Eaker, Sole Director

10/3/13
Date


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**UNANIMOUS WRITTEN CONSENT AND APPROVAL OF THE
SHAREHOLDERS OF MITZI JANE MEDIA, INC.**

APPROVING CONVERSION TO AN LLC

The undersigned, being the sole shareholder of Mitzi Jane Media, Inc., an Alabama corporation (the "Company"), hereby adopts the following resolution by written consent, in lieu of a meeting, pursuant to Article 7.04 of the Alabama Business Corporation Law:

WHEREAS, the Board has determined that it is in the best interest of the Company to convert the Company from an Alabama corporation to an Alabama limited liability company

WHEREAS, the Board has approved the conversion of the Company to an Alabama limited liability company;

WHEREAS, Article 8 of the Alabama Business and Nonprofit Entity Code requires that the terms and conditions of a conversion of a corporation to another entity must be approved by all of the corporation's shareholders;

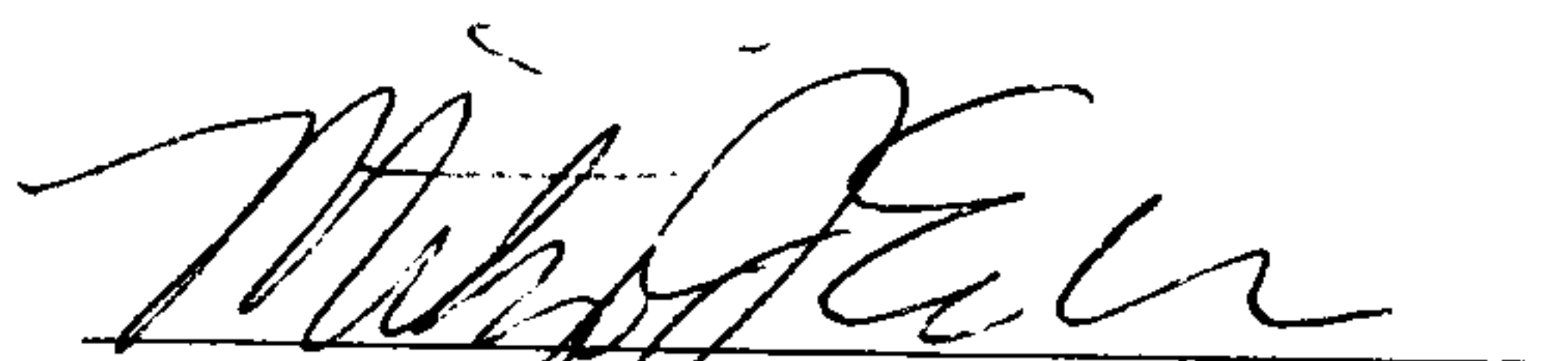
WHEREAS, the undersigned shareholder is the sole shareholder of the Company;

WHEREAS, the undersigned shareholders deem it to be in the best interest of the Company to convert the Company from an Alabama corporation to an Alabama limited liability company;

NOW, THEREFORE, IT IS RESOLVED, that the shareholders unanimously consent and approve to the terms and conditions of the conversion of the corporation to a limited liability company as adopted by its Board of Directors; and

FURTHER RESOLVED, that all of the actions taken by the directors and officers of the Company on behalf of the Company in connection with the matters contemplated in the recitals and resolutions set forth above are hereby approved, ratified and confirmed in all respects.

Written consent executed by the undersigned Shareholder as of
October 13, 2013.


Mitzi J. Baker, Sole Shareholder

Oct 3, 2013
Date

