

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.~~ All instructions are complete in the form: cover letters/sheets are not required and will not be reviewed.



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Shelby Cnty Judge of Probate, AL
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Alabama Sec. Of State	New Entity 290-967	DLL Date 11/04/2013 Time 17:00 131113	File \$105.00 Ackn \$.00 Exp \$.00	Total 06/009
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(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: _____ (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: Florida)

This Document was prepared by:

(For County Probate Court Office Use Only)

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: 11/13/13

[Signature]
Secretary of State RAM

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

Birddog Ventures, LLC

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

P.O. 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):

Birddog Ventures, LLC

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

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

- | | |
|---|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership (LP) |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability Limited Partnership (LLLP) |
| <input type="checkbox"/> Professional Corporation (PC) | <input type="checkbox"/> Employee Cooperative Corporation |
| <input checked="" type="checkbox"/> Limited Liability Company (LLC) | <input type="checkbox"/> Real Estate Investment Trust |
| <input type="checkbox"/> Registered Limited Liability Partnership (LLP) | |

Street (No PO Boxes) Address of principal office: 132 Sutton Circle, Birmingham, AL 35242

Mailing Address (if different) same



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

Individual: Susan Mack **OR**

Organization/Entity: Name: _____ AL ID #: _____

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):

132 Sutton Circle, Birmingham, AL 35242

Mailing Address in Alabama (if different) same

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.



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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).
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).

12/28/13
Date

Susan Mack, Member
Typed Name and Title of Signature Below

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

12/28/13
Date


Richard Edwards, Member
Typed Name and Title of Signature Below

[Signature]
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 BIRDDOG VENTURES, LLC, is a limited liability company organized under the laws of the State of Florida, filed on April 14, 2011.

The document number of this company is L11000044859.

I further certify that said company has paid all fees due this office through December 31, 2013, that its most recent annual report was filed on January 6, 2013, and its status is active.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Tenth day of October, 2013*



Ken Detzner
Secretary of State

Authentication ID: CU6492574439

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

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

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Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Birddog Ventures LLC

This name reservation is for the exclusive use of Susan Mack, 132 Sutton Circle,
Birmingham, AL 35242 for a period of one year beginning October 10, 2013 and
expiring October 10, 2014



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RES638968

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

October 10, 2013

Date

Jim Bennett

Secretary of State

Birddog Ventures, LLC

Attachment to Conversion of Foreign Entity to Domestic Entity Form

Additional members may be admitted based on a majority vote of current members.

The cessation of membership by one member will not result in dissolution of the LLC. The LLC will continue to exist as long as there is at least one member.

The LLC will not be managed by a manager. The LLC will be managed by members.



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