

STATE OF ALABAMA

STATEMENT OF CONVERSION  
FOREIGN OR NON-REGISTERED ALABAMA ENTITY TO  
REGISTERED DOMESTIC ENTITY  
(FORMATION OF DOMESTIC ENTITY BY CONVERSION)

PURPOSE: In order to change the registration of a foreign entity (any entity formed outside of Alabama) or to register a previously unregistered Alabama entity (example: General Partnership, or other non-filing entities) to reflect a conversion to a domestic filing entity of any type, the entity must deliver the documentation in this form to the Alabama Secretary of State for filing pursuant to Title 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail or email the completed Conversion package, (email to: [miscellaneous.filings@sos.alabama.gov](mailto:miscellaneous.filings@sos.alabama.gov) – you must use a credit or debit card if filing via email) the filing fee of \$100.00 for standard processing (no filing timeframe is guaranteed – dependent upon volume and staffing) or \$200.00 for expedited processing (guaranteed processing within approximately 3 business days after receipt of filing) payable by credit/debit card, check, or money order to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616**. The Conversion will not be registered if the credit/debit 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 copy and a pre-addressed postage paid return envelope or an email address on the Payment Option/Return/Hold Sheet attached. All instructions are complete in the form: cover letters/sheets are not required and will not be reviewed.

**The information completing this form must be typed or it will be returned without review  
– the form is fill-able online for your convenience.  
Faxed transmissions will not be acknowledged, processed, or returned.**

1. Information on the **converting entity** [entity will become the converted entity named in item 2]:

The name of the converting entity as registered in Alabama if this is a qualified foreign entity or the legal name of the entity in jurisdiction of formation – if never registered the name from the formation documents or business license:

Gentle Turner Sexton & Harbison

Legal Name of Foreign entity authorized in Alabama under a fictitious name, if applicable:

If converting entity is a qualified foreign entity, Alabama Entity ID Number : \_\_\_\_\_ - \_\_\_\_\_ (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](http://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.

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: 9/3/15  
9/14/15

J. H. Merrill  
Secretary of State RAM

Alabama Sec. Of State	New Entity 343-063	DLL 9/03/2015	File \$100.00	Total \$100.00
	Date 150914	Time 17:00	Ackn \$.00	
		10 Pg	Exp \$.00	11/003

(For SOS Office Use Only)

## FORMATION OF DOMESTIC ENTITY BY CONVERSION

**OR**

Converting Entity is an Alabama non-filing entity type

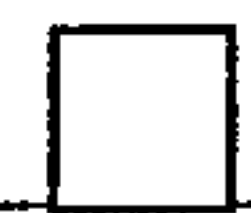


**and**

Type of entity: General Partnership

**OR**

Converting Entity is foreign entity not qualified to do business in Alabama:



**and**

Type of entity: \_\_\_\_\_

Jurisdiction of formation (state/country if outside of United States): \_\_\_\_\_

The title and address of the public office where the certification of formation for the converting entity is filed, if any:

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

2. Information on the **converted entity** [the converting entity forms this entity as stated in 10A-1-8.01(c)(2)a &b] – 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 and Alabama non-filing domestic entities will be issued a Alabama Entity ID Number):

The **name of the new converted 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):

Gentle, Turner, Sexton & Harbison, LLC

The converted name must agree with the converted entity type in accordance with and for purposes of Title 10A, Chapter 1, Article 5. The converted name for a Limited Partnership or Limited Liability Limited Partnership must conform to 10A-9-1.08.

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



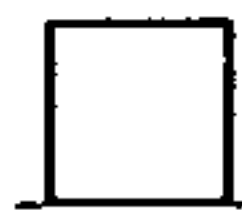
Business Corporation



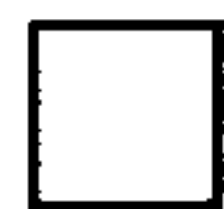
Limited Partnership (LP)



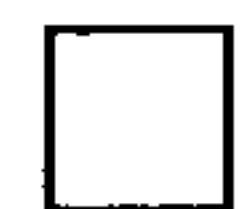
Nonprofit Corporation



Registered Limited Liability Partnership (LLP)



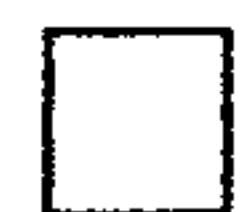
Professional Corporation (PC)



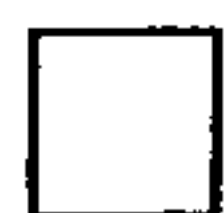
Limited Liability Limited Partnership (LLLP)



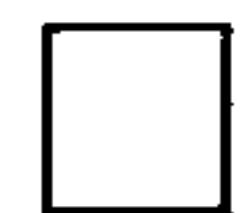
Limited Liability Company (LLC)



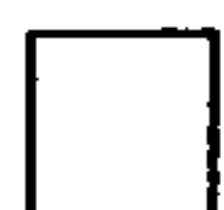
Employee Cooperative Corporation



Series Limited Liability Company (SLLC)



Real Estate Investment Trust



Professional Limited Liability Company (PLLC)



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## FORMATION OF DOMESTIC ENTITY BY CONVERSION

Street (No PO Boxes) Address of Converted Entity: 501 Riverchase Parkway East, Suite 100, Hoover, AL 35244

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

Name of registered agent for service of process (MUST be physically located in Alabama):

Individual: Edgar C. Gentle, III

**OR**

Organization/Entity: Name: \_\_\_\_\_ AL ID #: \_\_\_\_\_ -

Street (No PO Boxes) Address of initial registered office (MUST be physically located in Alabama and the office in which the Registered Agent is located and available for service):

501 Riverchase Parkway East, Suite 100, Hoover, 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: 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)
- Professional Corporations: 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-4-1.02) and; a statement that the converted entity is formed under 10A-4-2.02.
- 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 (also SLLCs and PLLCs): attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)
- Limited Partnership: the name and the street and mailing address of each general partner must be attached (10A-9-2.01); and 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.



## FORMATION OF DOMESTIC ENTITY BY CONVERSION

The undersigned reviewed and agree with the following numbered statements 3 through 9:

3. The surviving domestic entity is formed by conversion.
4. The duration of the entity shall be perpetual unless otherwise stated by attachment. The entity will continue to exist until it is dissolved, terminated, cancelled, or revoked in accordance with Title 10A.
5. If the converting entity is a foreign entity formed outside of Alabama, the undersigned certify 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 certify 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. The undersigned certify that this conversion was approved pursuant to 10A-1-8.01.

**8. Notification for ANNUAL REPORT requirements:**

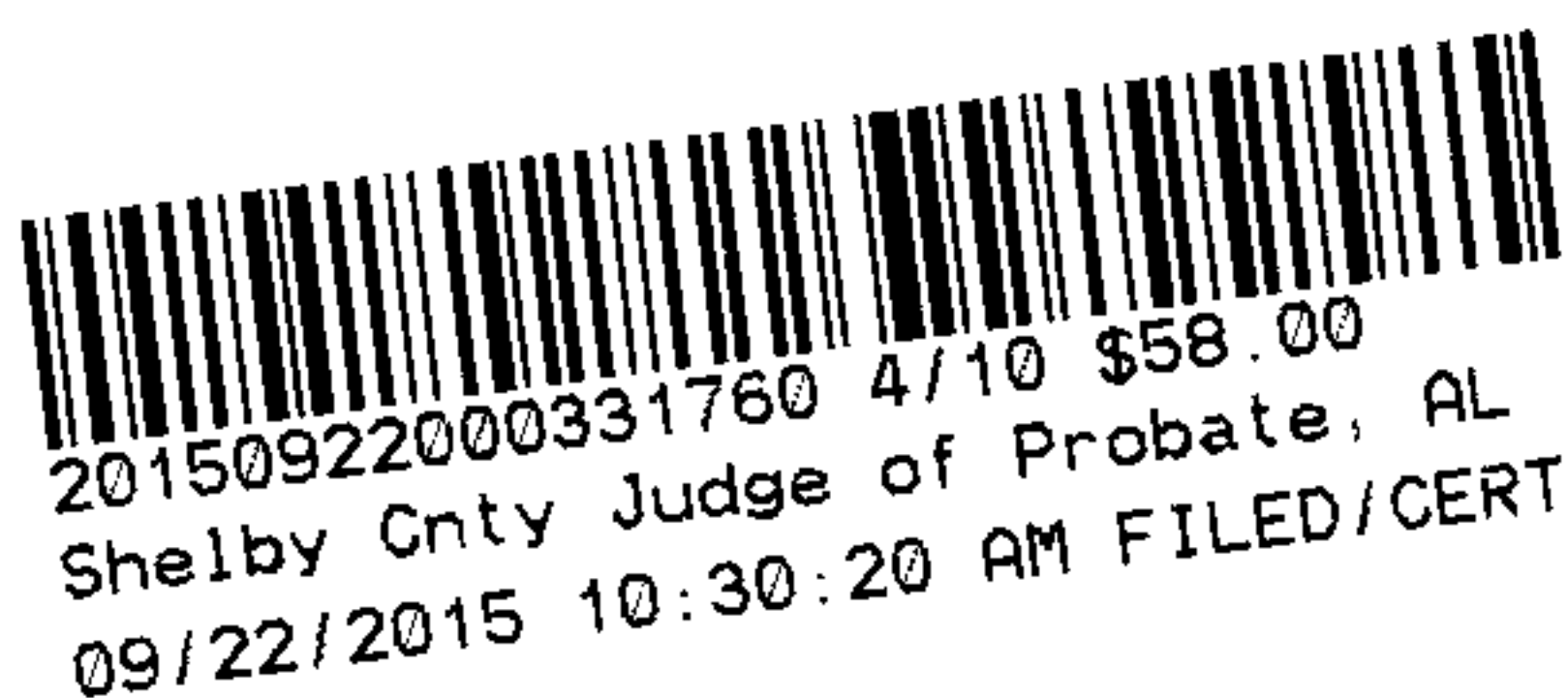
Business Corporations and Professional Corporations: The annual report is filed as an addendum to the Business Privilege Tax Return with the Alabama Department of Revenue. The fee is \$10.00 (10A-2-16.22). Contact the Alabama Department of Revenue for filing instructions, dates, and forms.

Limited Liability Partnerships (LLP): The Annual Notice must be filed by March 15<sup>th</sup> of each year subsequent to the year of filing. The fee is \$100.00 and the report can be filed online or on paper with the Alabama Secretary of State. Failure to file will result in a notice to comply sent to the registered agent via certified mail. Failure to file after the notice to comply will result in cancellation of the registered Limited Liability Partnership. There is no reinstatement provision.

Nonprofit Corporations, Limited Liability Companies, Limited Partnerships (LP), and Limited Liability Limited Partnerships (LLLP): No annual report is required.

9. Other terms and conditions not inconsistent with Alabama Code Title 10A and additional authorized signatures may be added by attachment.

☐ This filing will have a delayed effective date of \_\_\_\_ / \_\_\_\_ / \_\_\_\_ and time \_\_\_\_ : \_\_\_\_ ☒ am ☐ pm The delayed effective date may not be prior to the date received and accepted for filing by the Alabama Secretary of State. The date may be any date after the date the filing is received and filed not to exceed ninety (90) days after the signing of this document.





## FORMATION OF DOMESTIC ENTITY BY CONVERSION

## Signature Page

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

Date \_\_\_\_\_

Edgar C. Gentle, III, Partner

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*

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 ALABAMA            )  
  )  
COUNTY OF SHELBY         )

**STATEMENT OF CONVERSION**

**OF**

**GENTLE TURNER SEXTON & HARBISON**

**INTO**

**GENTLE, TURNER, SEXTON & HARBISON, LLC**


**TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:**

**GENTLE, TURNER, SEXTON & HARBISON**, an Alabama general partnership (the "Converting Entity"), submits the following information pursuant to the provisions of the Alabama Business and Nonprofit Entities Code, Section 10A-1-1.01, et seq., Code of Alabama 1975 (the "Act"):

1. The name of the Converting Entity is **GENTLE, TURNER, SEXTON & HARBISON**, an Alabama general partnership.
2. The Converting Entity was organized in Shelby County on January 1, 2012.
3. All of the partners of the Converting Entity (the "Partners") have caused the Converting Entity to be converted into Gentle, Turner, Sexton & Harbison, LLC, an Alabama limited liability company (the "Converted Entity"), in accordance with the Act, effective as of August 1, 2015, and submit the following articles:

**ARTICLE I**  
**NAME AND TYPE**

The name of this limited liability company (the "Company") shall be: **GENTLE, TURNER, SEXTON & HARBISON, LLC**. The Company is a limited liability company.

  
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## **ARTICLE II**

### **DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Company Agreement.

## **ARTICLE III**

### **PURPOSES**

The nature of the business of the Company and its objects, purposes and powers are as follows:

- (a) To engage in the practice of law; maintaining offices and property, and transact all business incidental to the practice of law; and
- (b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

## **ARTICLE IV**

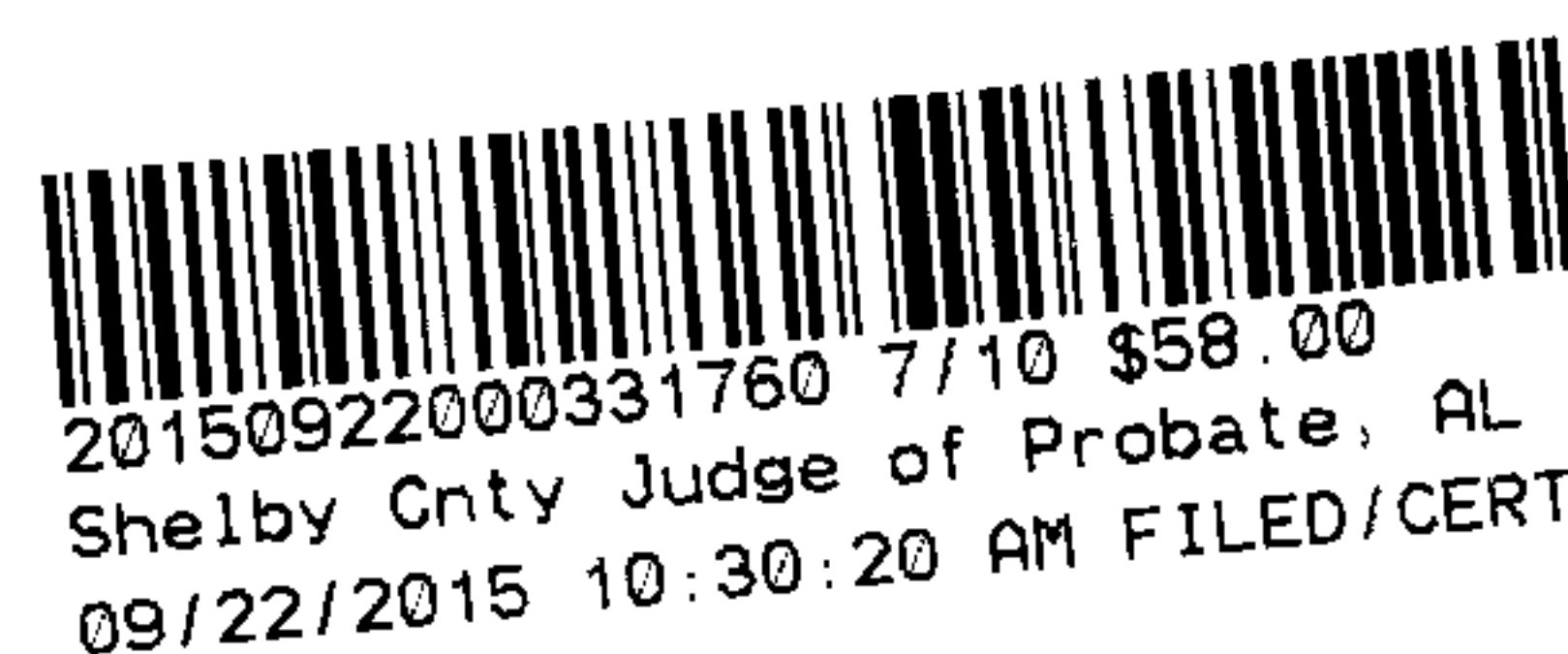
### **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Company shall be 501 Riverchase Parkway East, Suite 100, Hoover, AL 35244, and its registered agent at such address shall be Edgar C. Gentle, III.

## **ARTICLE V**

### **MEMBERS**

There is at least one member of the Company. The member(s) of the Company (the "Members") reserve the right to admit additional Members upon the agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Company Agreement.





**ARTICLE VI**  
**LIMITED LIABILITY COMPANY AGREEMENT**

The Company Agreement of the Company shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the State of Alabama or this Statement of Conversion.


**ARTICLE VII**  
**CONTINUATION UPON CESSATION OF MEMBER**

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Company Agreement or this Statement of Conversion.

**ARTICLE VIII**  
**MANAGEMENT**

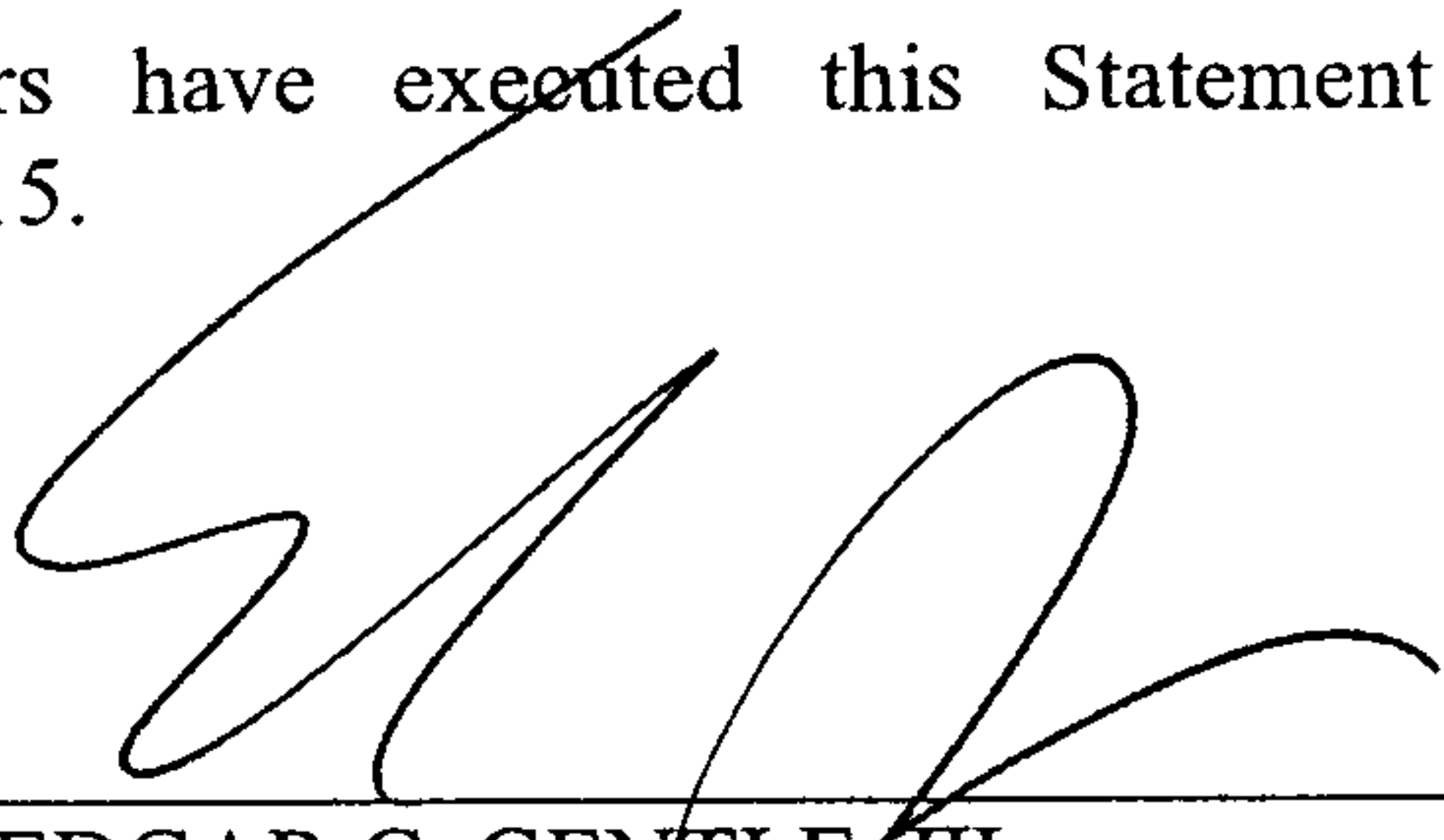
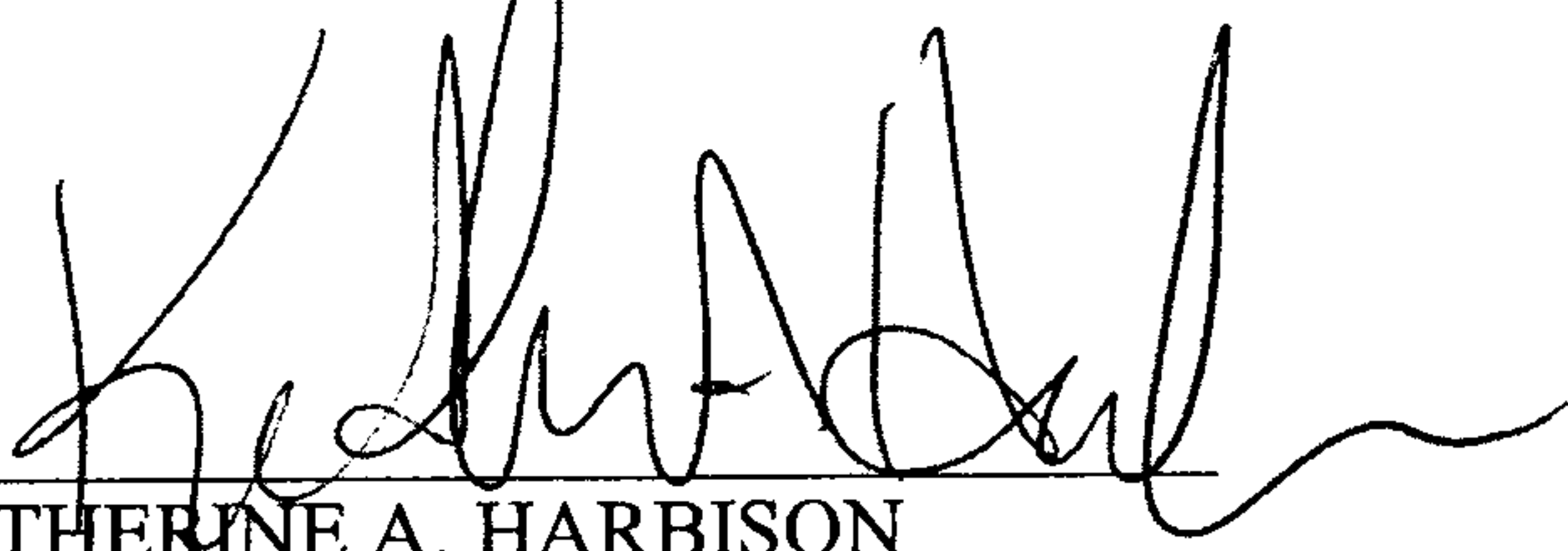

The Company shall be managed by one or more Managers, to be elected in the manner set forth in the Company Agreement of the Company. The name and mailing addresses of the initial Managers are as follows:

<b><u>MANAGER</u></b>	<b><u>ADDRESS</u></b>
Edgar C. Gentle, III	501 Riverchase Parkway East Hoover, AL 35244
Terry D. Turner, Jr.	501 Riverchase Parkway East Hoover, AL 35244
K. Edward Sexton, II	501 Riverchase Parkway East Hoover, AL 35244
Katherine A. Harbison	501 Riverchase Parkway East Hoover, AL 35244

  
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IN WITNESS WHEREOF, the Partners have executed this Statement of Conversion effective as of the 1st day of August, 2015.

  
EDGAR C. GENTLE, III  
TERRY D. TURNER, JR.  
K. EDWARD SEXTON, II  
KATHERINE A. HARBISON  
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09/22/2015 10:30:20 AM FILED/CERT

John H. Merrill  
Secretary of State

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

# STATE OF ALABAMA

**I, John H. Merrill, 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:

**Gentle, Turner, Sexton & Harbison, LLC**

This name reservation is for the exclusive use of Terry D. Turner, Jr., 501  
Riverchase Pkwy E Ste 100, Hoover, AL 35244 for a period of one year beginning  
August 25, 2015 and expiring August 25, 2016



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RES699404

**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.**

August 25, 2015

Date

*J. H. Merrill*

John H. Merrill

Secretary of State