



20160111000010260 1/8 \$58.00
Shelby Cnty Judge of Probate, AL
01/11/2016 12:41:26 PM FILED/CERT

STATE OF ALABAMA

DOMESTIC ENTITY CONVERSION TO NON-REGISTERED FOREIGN ENTITY (TERMINATION OF DOMESTIC ENTITY)

PURPOSE: In order to change a domestic entity (any entity formed in Alabama) to a non-registered foreign entity (an entity formed outside of Alabama and not transacting business in Alabama), the entity must deliver the documentation in this form pursuant to 10A-1-8.04(a)(2), Code of Alabama 1975.

INSTRUCTIONS: Mail one (1) signed original and one (1) copy of the completed Conversion/Termination package, the standard filing fee of \$100.00 or the expedited filing fee of \$200.00 (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 converting domestic entity's formation documents were recorded (contact the Office of the Judge of Probate for the fees). The Secretary of State will file, certify, and transmit the copies to the Judge of Probate in accordance with 10A-1-4.02(g). The Conversion/Termination 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.

NACS

Alabama Sec. Of State	Entity Change DLL 458-174	Date 1/04/2016	Time 17:00	8 Pg	File \$100.00	Ackn \$100.00	EXP \$100.00	Total \$200.00
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(For SOS Office Use Only)

This form must be typed or laser printed.

Faxed and emailed transmissions will not be acknowledged, processed, or returned.

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

Alabama Entity ID number of converting entity: 458-174 (Format 000-000) * This is not a tax id number or federal employer id number. The number is required to process the filing.

***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/terminating domestic entity as recorded with the Secretary of State of Alabama:

Calvert, LLC

County Probate Office in Alabama where the formation documents/articles of this domestic entity were recorded and

where the conversion/termination document will be forwarded by SOS: Shelby County

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 1/4/16
J. H. Merrill
Secretary of State RAM

**DOMESTIC ENTITY CONVERSION TO NON-REGISTERED FOREIGN ENTITY
(TERMINATION OF DOMESTIC ENTITY)**

2. Information on the converted foreign entity(formed/created by this conversion) – this entity will exist outside the State of Alabama:

The name of the new foreign entity resulting from this conversion:

Calvert, LLC



20160111000010260 2/8 \$58.00
Shelby Cnty Judge of Probate, AL
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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) ☐ Other: _____

3. Street (No PO Boxes) Address of principal office of new foreign/surviving entity: Calvert, LLC
1820 W Orange Wood Suite, 104, Orange CA 92928
Attn Andy Gale

Mailing Address (if different) _____

4. The foreign entity has been filed in the public office of (name of agency and street address): _____

SOS of California

1500 11th St 3rd Floor Sacramento CA 95814

of State/Country: USA

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20160111000010260 3/8 \$58.00
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5. **A certified copy of the filed conversion certificate/formation document for the new jurisdiction must be attached (evidences compliance with 10A-1-8.04(a)(1)).**
6. The converted foreign entity certifies that the entity is no longer transacting business in the State of Alabama.
7. 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.
8. 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.

**DOMESTIC ENTITY CONVERSION TO NON-REGISTERED FOREIGN ENTITY
(TERMINATION OF DOMESTIC ENTITY)**

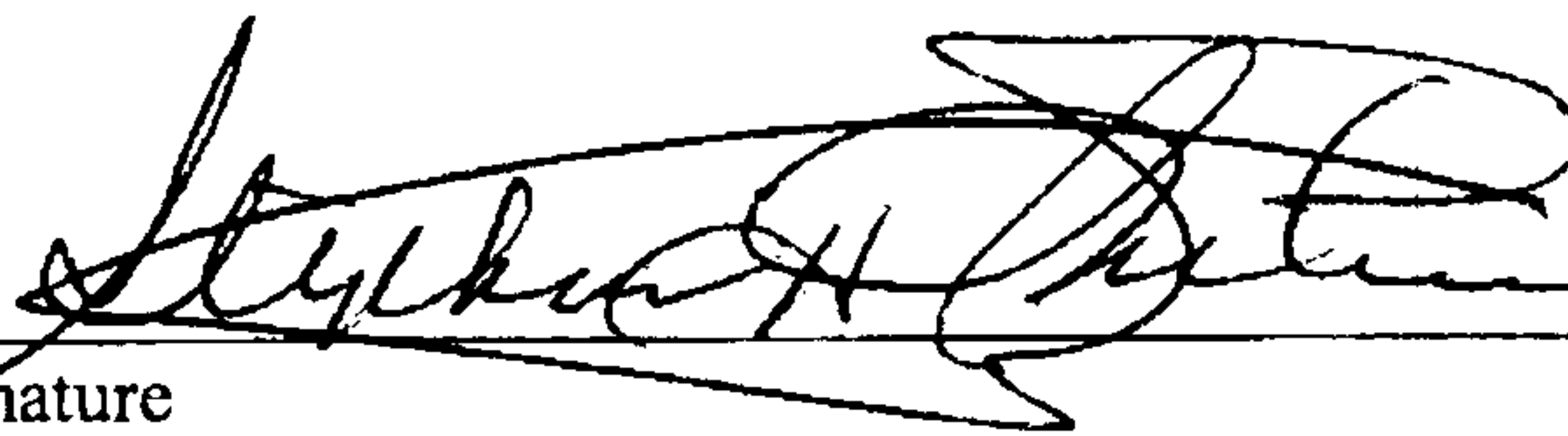
9. The converted foreign entity agrees to promptly pay to dissenting owners of the domestic entity that is a party to the conversion/termination of the domestic entity the amount, if any, to which they are entitled under Alabama Law (*Code of Alabama 1975*, 10A-1-8.04).
10. The converted foreign entity consents that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of the converted/terminated Alabama domestic entity may be made by registered mail addressed to the principal address of the surviving entity provided in this document or by any method provided by the Alabama Rules of Civil Procedure. Also, any notice or demand required or permitted by law to be served on the domestic entity terminated by this conversion may be served on the surviving or resulting foreign entity by registered mail addressed to the principal office of the surviving entity as provided in this document or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedures for the process of service.
11. The undersigned certify that signatures are in accordance with the requirements of 10A-1-4.01 of the *Code of Alabama 1975* with respect to this filing instrument.



20160111000010260 4/8 \$58.00
Shelby Cnty Judge of Probate, AL
01/11/2016 12:41:26 PM FILED/CERT

Nov 25, 2015
Date

Stephen H Foster, Managing Member,
Typed Name and Title of Signature Below



Signature

Date

Typed Name and Title of Signature Below

Signature

Date

Typed Name and Title of Signature Below

Signature

Date

Typed Name and Title of Signature Below

State of California

Secretary of State

Certificate of Filing of All Documents


I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

Entity Name: CALVERT.INVESTMENTS.LLC-2010

File Number: 201529510243
Registration Date: 10/19/2015
Entity Type: DOMESTIC LIMITED LIABILITY COMPANY
Jurisdiction: CALIFORNIA

All business entity documents recorded in this office for said entity are:

Document Type: FORMATION
File Date: 10/19/2015
Effective Date: 10/19/2015



20160111000010260 5/8 \$58.00
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** **** ***** ***** End of list ***** ***** **

State of California

Secretary of State

Page 2 of 2

Re: 201529510243



20160111000010260 6/8 \$58.00
Shelby Cnty Judge of Probate, AL
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IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of California this
day of December 23, 2015.

A handwritten signature in black ink, appearing to read "Alex Padilla".

ALEX PADILLA
Secretary of State

State of California

Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: CALVERT.INVESTMENTS.LLC-2010

20160111000010260 7/8 \$58.00
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FILE NUMBER: 201529510243
FORMATION DATE: 10/19/2015
TYPE: DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of December 23, 2015.

A handwritten signature in black ink, appearing to read "Alex Padilla".

ALEX PADILLA
Secretary of State



State of California
Secretary of State

Limited Liability Company
Articles of Organization - Conversion

LLC-1A

File #

201529510243

FILED
Secretary of State
State of California

OCT 19 2015

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

~~Calvert LLC~~ CALVERT INVESTMENTS, LLC - 2010

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):



One Manager



More Than One Manager



All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA City State Zip Code
1820 W Orange Wood Suite, 104 Orange CA 92928

5. Initial Mailing Address of Limited Liability Company, if different from Item 4 City State Zip Code

6. Name of Initial Agent For Service of Process (Item 6: List a California resident or a California registered corporate agent that agrees to be your initial agent for service of process in case the LLC is sued. You may list any adult who lives in California. You may not list an LLC as the agent. Item 7: If the agent is an individual, list the agent's business or residential street address in California. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

Andy Gale

7. If an individual, Street Address of Agent for Service of Process in CA City State Zip Code
1820 W Orange Wood Suite, 104 Orange CA 92928

Converting Entity Information

8. Name of Converting Entity

Calvert

9. Form of Entity

LLC

10. Jurisdiction

Alabama

11. CA Secretary of State File Number, if any

12. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote.

AND

The percentage vote required of each class.

~~75.4%~~ MEMBERS.

75.5%

Additional Information

13. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

14. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Stephen H Foster, Managing Member

Type or Print Name and Title of Authorized Person

Signature of Authorized Person

Type or Print Name and Title of Authorized Person

