

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.

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: 347 - 467 (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:

Veterinary Management Company, 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)

Melissa Childers
1901 Sixth Avenue North
2400 Regions/Harbert Plaza
Birmingham, AL 35203



20160414000121920 1/7 \$58.00
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Alabama Sec. Of State	Entity Change DLL 347-467	Date 4/07/2016	Time 17:00	File \$100.00	Ackn \$.00	Exp \$100.00	Total \$200.00
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(For SOS Office Use Only)

**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:

TVC Group, 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) ☐ Other: _____

3. Street (No PO Boxes) Address of principal office of new foreign/surviving entity:_____

1000 North Main Street, Suite 102, Fuquay-Varina, North Carolina 27526

Mailing Address (if different) (same as above)

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

Delaware Division of Corporations, 401 Federal Street – Suite 4, Dover, Delaware 19901

of State/Country: **Delaware / United States**

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.

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).

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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.

April 4, 2016
Date

Robert Paul Singleton, Manager
Typed Name and Title of Signature Below

Signature Robert A. Paul

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

Signature _____

Additional signatures may be added by attachment.



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Delaware

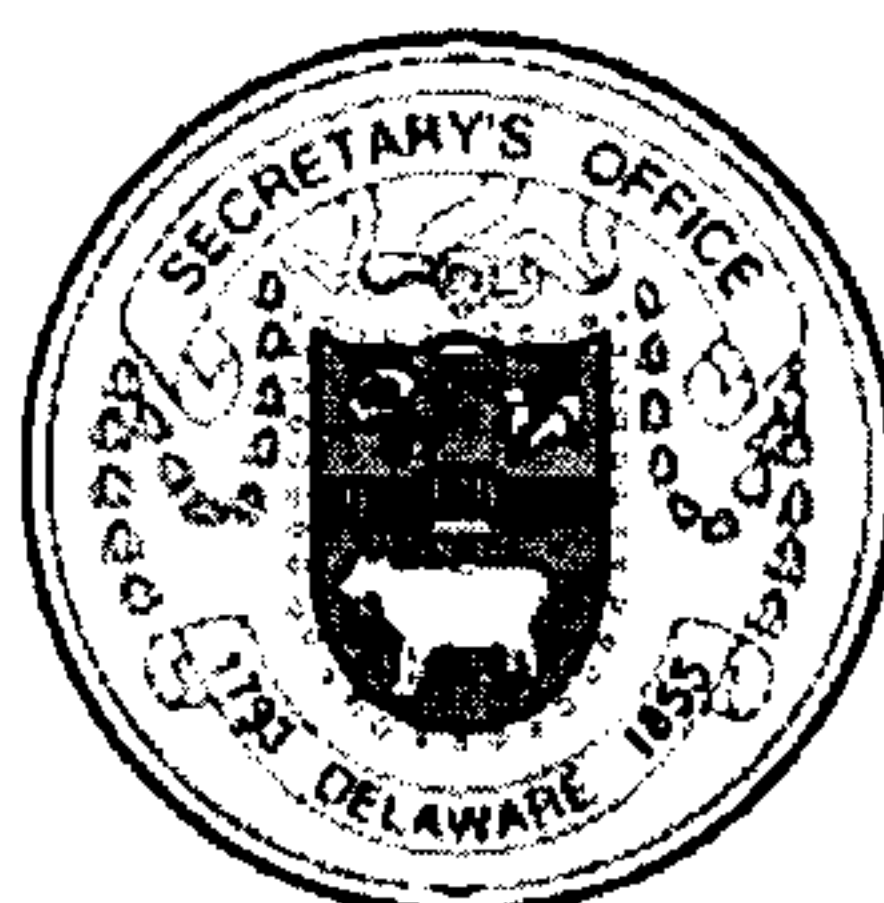
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN ALABAMA LIMITED LIABILITY COMPANY UNDER THE NAME OF "VETERINARY MANAGEMENT COMPANY, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "VETERINARY MANAGEMENT COMPANY, LLC" TO "TVC GROUP, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 2016, AT 1:28 O'CLOCK P.M.




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6005363 8100F
SR# 20162027991

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 202094294
Date: 04-05-16

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A FOREIGN LIMITED LIABILITY COMPANY TO
A DOMESTIC LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

This Certificate of Conversion to Limited Liability Company (this "*Certificate of Conversion*") is being executed and delivered by the undersigned entity pursuant to §18-214(b) of the Delaware Limited Liability Company Act. The undersigned certifies as follows:

1. The Limited Liability Company was first formed on October 28, 2015, and the jurisdiction in which the Limited Liability Company was first formed was the State of Alabama. The Limited Liability Company has not changed its jurisdiction of formation prior to the filing of this Certificate of Conversion.
2. The name of the Limited Liability Company immediately prior to filing this Certificate of Conversion is: Veterinary Management Company, LLC.
3. The name of the Limited Liability Company as set forth in its Certificate of Formation being filed simultaneously herewith pursuant to §18-214(b) of the Delaware Limited Liability Company Act is: TVC Group, LLC.
4. This Certificate of Conversion will be effective on filing.

IN WITNESS HEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate of Conversion as of March 15th 2016.

VETERINARY MANAGEMENT COMPANY, LLC
(CHANGING ITS NAME TO TVC GROUP, LLC)

By: Robert Paul Singleton
Robert Paul Singleton, Manager



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Delaware

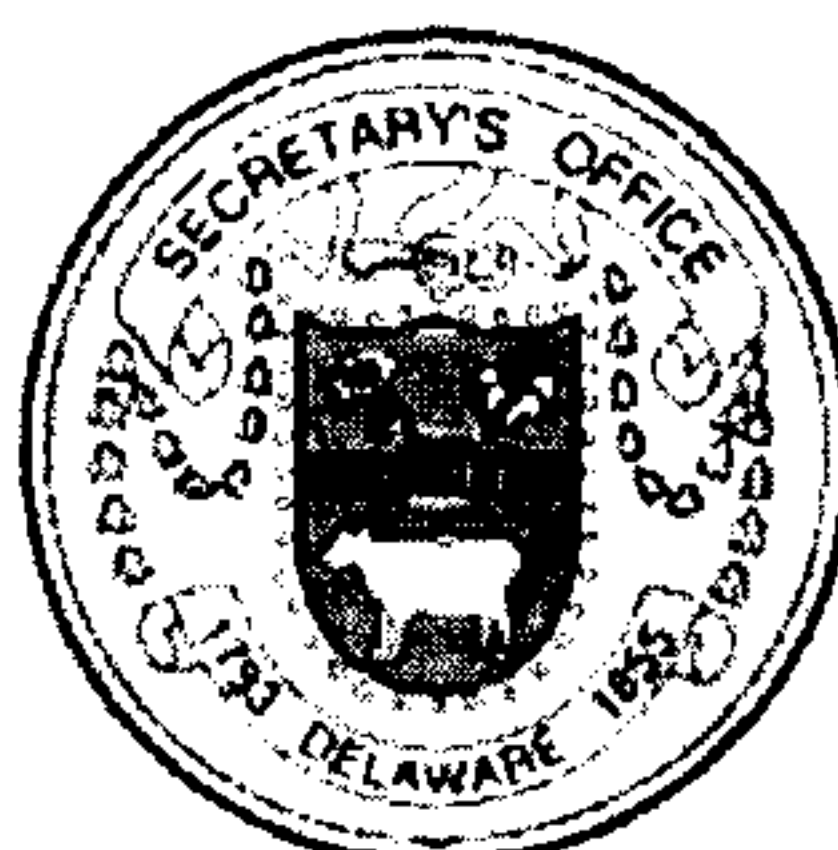
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TVC GROUP,
LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D.
2016, AT 1:28 O`CLOCK P.M.



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Jeffrey W. Bullock, Secretary of State

Authentication: 202094294
Date: 04-05-16

**CERTIFICATE OF FORMATION
OF
TVC GROUP, LLC**


This Certificate of Formation of TVC Group, LLC, dated as of March ~~15~~ 2016, is being duly executed and filed by Robert Paul Singleton, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. Section 18-101, et seq.).

FIRST: The name of the limited liability company formed hereby is TVC Group, LLC (the "**Company**").

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808-1645. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Robert Paul Singleton, Authorized Person


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