

Conversion

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **DEPOSITPHOTOS INC.**

Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Melissa

Contact Person

ISL

Firm/Company

Address

Tallahassee, FL 32301

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa

at (

656-7956

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee
and Certificate of
Status

☐

\$43.75 Filing Fee
and Certified Copy

☒

\$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

*please honor
the original
date of submission
as the file date
(7/8/2015)*

RECEIVED
SECTION OF CORPORATIONS
JUL 15 2015

15 JUL - 8 AM 8:22



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 10, 2015

MELISSA
ISL

SUBJECT: DEPOSITPHOTOS INC.
Ref. Number: P09000080859

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 JUL 15 PM 3:30
10 AUGUST 2015
SUFFICIENT OF FILING

We have received your document for DEPOSITPHOTOS INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 3 of the application, first blank should state Corporation and the second blank should say Delaware.

The Certificate of Conversion must contain a statement that the "Other Business Entity" appoints the Secretary of State as its agent for service of process to enforce obligations of the converting LLC, including appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

The Certificate of Conversion must contain the street and mailing address of an office that the Florida Dept. of State may use for purposes of s.48.181, F.S.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 115A00014419

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

15 JUL -8 AM 8:22
FILED
CLERK OF DISTRICT COURT
JULY 15 2015

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Depositphotos, Inc.

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

Depositphotos, Inc.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a **Corporation**
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Delaware**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: **7/08/2015**

8. This conversion shall be effective in Florida on: 7/08/2015
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

110 E BROWARD BLVD, STE 1700
FORT LAUDERDALE, FL 33301

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

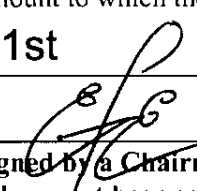
b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 110 E BROWARD BLVD, STE 1700
FORT LAUDERDALE, FL 33301

Mailing Address: 110 E BROWARD BLVD, STE 1700
FORT LAUDERDALE, FL 33301

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 1st day of July 2015.

Signature: 

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Elena Flanagan-Eister Title: President

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)