

FO70000004941

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

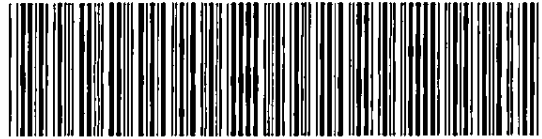
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800422738728

Amend

01/28/24--01014--030 **95.00

2024 JAN 29 AM 8:26

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A. RAMSEY
FEB 20 2024

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Westwood Professional Services, Inc.

Name of Corporation

DOCUMENT NUMBER: F07000004941

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Noko Kuverua

Name of Contact Person

Westwood Professional Services, Inc.

Firm/Company

Parkway Centre 1 2901 Dallas Parkway, Suite 400

Address

Plano, TX 75093

City/State and Zip Code

legal@westwoodps.com

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

For further information concerning this matter, please call:

Noko Kuverua

at (214) 974-7588

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F07000004941

(Document number of corporation (if known))

1. Westwood Professional Services, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Minnesota

(Incorporated under laws of)

3. 9/27/2007

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) _____

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Texas

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Pat Zacharie

Vice President

(Typed or printed name of person signing)

(Title of person signing)

FILING FEE \$35.00

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Jane Nelson
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Westwood Professional Services, Inc.
Filing Number: 805339839

Certificate of Conversion

December 08, 2023

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 18, 2023.



A handwritten signature in black ink that reads "Jane Nelson".

Jane Nelson
Secretary of State

Come visit us on the internet at <https://www.sos.texas.gov>

Phone: (512) 463-5555
Prepared by: SOS-WEB

Fax: (512) 463-5709
TID: 10266

Dial: 7-1-1 for Relay Services
Document: 1315249620010

ARTICLES OF CONVERSION
FROM
WESTWOOD PROFESSIONAL SERVICES, INC.
a Minnesota corporation
TO
WESTWOOD PROFESSIONAL SERVICES, INC.
a Texas corporation

FILED
In the Office of the
Secretary of State of Texas

DEC 08 2023

Corporations Section

PURSUANT TO THE TEXAS BUSINESS ORGANIZATIONS CODE

1. Pursuant to the Plan of Conversion executed on behalf of Westwood Professional Services, Inc., a Minnesota corporation (the "*Company*"), the Company is being converted into Westwood Professional Services, a Texas corporation (the "*Conversion*").
2. Prior to the Conversion the converting entity was a Minnesota corporation by the name of Westwood Professional Services, Inc. It is qualified to transact business in Texas under file number 800785857.
3. After the Conversion the converted entity will be a Texas corporation by the name of Westwood Professional Services, Inc.
4. The effective date of the Conversion will be January 1, 2024.
5. The Conversion was duly approved as required by the laws of the jurisdiction of formation (i.e., Minnesota) and the governing documents of the converting entity.
6. A signed copy of the Plan of Conversion is on file at the principal place of business of the converting entity. The address of the principal place of business of the converting entity is: 12701 Whitewater Drive Suite 300, Minnetonka, Minnesota 55343.
7. A signed copy of the Plan of Conversion will be on file at the principal place of business of the converted entity. The address of the principal place of business of the converted entity is: 2805 North Dallas Parkway, Suite 150, Plano, TX 75093.
8. A signed copy of the Plan of Conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner of the converting entity or converted entity.
9. The converted entity is liable for the payment of franchise taxes due by the converting entity.
10. The certificate of formation of the converted entity is attached to this certificate of conversion as Exhibit A.

[Signature Page Follows]

RECEIVED

DEC 08 2023

Secretary of State

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of November 22, 2023.

Westwood Professional Services Inc.,
a Minnesota corporation

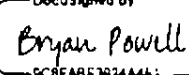
DocuSigned by:

By: _____
Name: Bryan Powell
Title: Chief Executive Officer

EXHIBIT A
CERTIFICATE OF FORMATION

DEC 08 2023

CERTIFICATE OF FORMATION

OF

Corporations Section

WESTWOOD PROFESSIONAL SERVICES, INC.

The undersigned organizer of an entity acting pursuant to the Texas Business Organizations Code, as amended from time to time (the "TBOC") hereby adopts the following Certificate of Formation for such entity. This entity is being formed under a plan of conversion. The name and address of the converting entity was Westwood Professional Services, Inc., 12701 Whitewater Drive, Suite 300, Minnetonka, Minnesota 55343. The converting entity was formed as a Minnesota for-profit corporation on June 30, 1988.

ARTICLE I

Name and Type

The entity being formed is a for-profit corporation. The name of the entity is Westwood Professional Services, Inc.

ARTICLE II

Registered Agent and Registered Office

The initial registered agent is an organization by the name of C T Corporation System and the business address of this corporation's registered agent and the registered office address in Texas is 1999 Bryan Street, Suite 900, Dallas, Texas 75201.

ARTICLE III

Directors

The number of directors constituting the current board of directors and the names and addresses of the persons who are to serve as directors until the next meeting of shareholders or until their successors are elected and qualified are as follows:

Name	Address
Gerald L. Parsky	2805 North Dallas Parkway, Suite 150, Plano, TX 75093
Larry Bossidy	2805 North Dallas Parkway, Suite 150, Plano, TX 75093
Mark Byrne	2805 North Dallas Parkway, Suite 150, Plano, TX 75093
Mike Burke	2805 North Dallas Parkway, Suite 150, Plano, TX 75093
Bill Harrison	2805 North Dallas Parkway, Suite 150, Plano, TX 75093
David Syriani	2805 North Dallas Parkway, Suite 150, Plano, TX 75093
Bryan Powell	2805 North Dallas Parkway, Suite 150, Plano, TX 75093

Name	Address
Aaron Tippie	2805 North Dallas Parkway, Suite 150, Plano, TX 75093
Paul Greenhagen	2805 North Dallas Parkway, Suite 150, Plano, TX 75093

ARTICLE IV Authorized Capital

The total authorized number of shares of this corporation is 10,000 shares. All common stock will have a par value of \$0.01 per share. The board of directors has the authority to establish more than one class or series of shares and to fix the relative rights and preferences of any such different class or series.

ARTICLE V Purpose

The purpose for which the entity is formed is for the transaction of any and all lawful business for which a for-profit corporation may be organized under the TBOC.

ARTICLE VI Initial Mailing address

The initial mailing address for the entity is 2805 North Dallas Parkway, Suite 150, Plano, TX 75093.

ARTICLE VII Cumulative Voting Prohibition

Shareholders will have no rights of cumulative voting.

ARTICLE VIII Preemptive Rights

Shareholders will have no statutory preemptive rights.

ARTICLE IX Dissenters' Rights Prohibition

A shareholder's right to dissent from or obtain payment for the fair value of the shareholder's shares are limited to the fullest extent permitted by Sections 10.354 et seq of the TBOC.

ARTICLE X Directors Action by Written Consent

Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors then in office, unless the action is one which need not be approved by the

shareholders, in which case such action will be effective if signed by, or consented to by authenticated electronic communication, the number of directors that would be required to take the same action at a meeting at which all directors were present.

ARTICLE XI

Shareholders Action by Written Consent

Any action required or permitted to be taken at a meeting of the shareholders may be taken by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting at which all shareholders entitled to vote were present.

ARTICLE XII

Limitation of Director Liability

No director of this corporation will be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty by such director, except to the extent expressly required by Texas law. Any repeal or modification of this Article by the shareholders of the corporation will be prospective only and will not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XIII

Listed below are the name and address of the organizer.

<u>Name</u>	<u>Address</u>
Albert R. Fox, Jr.	K&L Gates LLP 1717 Main Street, Suite 2800 Dallas, Texas 75201

ARTICLE XIV

Effectiveness of Filing

This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is January 1, 2024.

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned also affirms that, to the best knowledge of the undersigned, the name provided as the name of the filing entity does not falsely imply an affiliation with a governmental entity. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: November 22, 2023

Albert R. Fox, Jr.
Albert R. Fox, Jr.
Organizer



Office of the Secretary of State

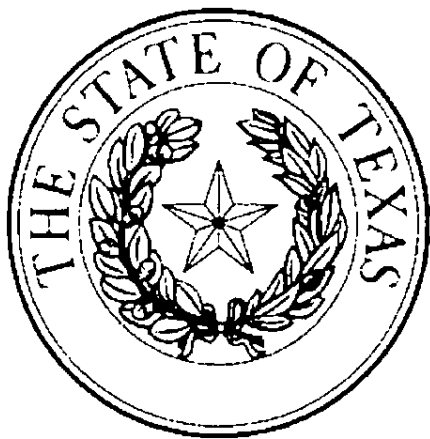
Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Westwood Professional Services, Inc. (file number 805339839), a Domestic For-Profit Corporation, was filed in this office on December 08, 2023.

It is further certified that the entity status in Texas is in existence.

Delayed Effective date: January 01, 2024

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 03, 2024.



A handwritten signature in black ink, reading "Jane Nelson".

Jane Nelson
Secretary of State