

413936

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

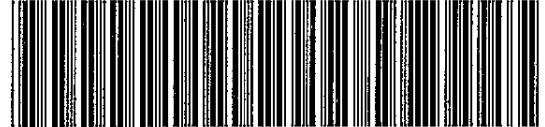
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TALLAHASSEE, FLORIDA

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AND  
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January 3, 2006

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**via Federal Express**

Re: Dean Baldwin Painting Limited Partnership

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the following documents:

1. Certificate of Conversion for Dean Baldwin Painting, Inc., a Florida corporation to convert to Dean Baldwin Painting Limited Partnership, a Texas limited partnership.

Also enclosed is Check No. 028186 in the amount of \$35 for payment of the filing fees. Upon filing, please fax me the confirmation of the filings and return file-stamped copy of the document to the address listed above.

**Please call our office if you have any questions regarding the enclosed filing.**

Very truly yours,

  
Johnna Nieto

/jon  
enclosures

APPROVED  
AND  
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413930  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion  
For  
Dean Baldwin Painting, Inc., a Florida corporation  
To Convert To  
Dean Baldwin Painting Limited Partnership, a Texas limited partnership**

The undersigned president of Dean Baldwin Painting, Inc., hereby files this Certificate of Conversion, stating:

1. Names.

(a) The name of the converting entity is Dean Baldwin Painting, Inc., a Florida corporation (the "Converting Entity").

(b) The name of the converted entity is Dean Baldwin Painting Limited Partnership, a Texas limited partnership ("Converted Entity").

(c) Effective upon the filing of this Certificate of Conversion, the Converting Entity has converted into the Converted Entity in Compliance with Chapter 607 of Title XXXVI of the Florida Statutes and applicable Texas Law.

2. A Plan of Conversion has been approved by the Converting Entity in accordance with Chapter 607 of Title XXXVI of the Florida Statutes and by the Converted Entity in accordance with applicable laws governing the Converted Entity.

3. The address of the principal office of the Converted Entity is: 2395 Bulverde Road, Suite 105, Bulverde, Texas 78163.

4. An executed Plan of Conversion is on file at the principal place of business of the Converting Entity, 2395 Bulverde Road, Suite 105, Bulverde, Texas 78163, and an executed Plan of Conversion will be on file from and after the conversion at the principal place of business at the Converted Entity, 2395 Bulverde Road, Suite 105, Bulverde, Texas 78163.

5. A copy of the Plan of Conversion will be furnished by the Converting Entity (prior to the conversion) or by the Converted Entity (after the conversion), on written request and without cost to any shareholder of the Converting Entity or any partner of the Converted Entity.

6. The Plan of Conversion was approved by the governing documents of the Converting Entity and in accordance with Chapter 607 of Title XXXVI of the Florida Statutes. The number of shares of common stock outstanding of the Converting Entity is 250 all entitled to vote on the Plan of Conversion. The affirmative vote of the holders of two-thirds or more of the outstanding shares of the Converting Entity is required to approve the Plan of Conversion. The percentage of partnership interests of the Converted Entity outstanding is 100% and all interests are entitled to vote on the Plan of Conversion. The approval by the holders of a majority of the partnership interests of the Converted Entity is required to approve the Plan of Conversion.

7. All of the outstanding shares of the Converting Entity voted for the Plan of

Conversion and none were voted against. All of the partners of the Converted Entity voted all of the outstanding partnership interests of the Converted Entity in favor of the Plan of Conversion and none voted against.

8. Effective upon the filing of this Certificate of Conversion:

(a) the Converting Entity shall continue to exist, without interruption, but in the organizational form of the Converted Entity rather than its prior organizational form;

(b) all rights, titles and interests to all real estate and other property owned by the Converting Entity shall continue to be owned by the Converted Entity in its new organizational form, without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances thereon;

(c) all liabilities and obligations of the Converting Entity shall continue to be liabilities and obligations of the Converted Entity in its new organizational form without impairment or diminution by reason of the conversion; and

(d) a proceeding pending by or against the Converting Entity may be continued against the Converted Entity in its new organizational form, without any need for substitution of parties.

9. The Converted Entity will be liable for the payment of all fees and taxes (including franchise taxes) required by law for the Converting Entity.

10. The Converted Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled to under Sections 607.1301-607.1333 of Title XXXVI of the Florida Statutes.

11. The Converted Entity appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce obligations of the Converting Entity, including any appraisal rights of shareholders of the Converting Entity under Sections 607.1301-607.1333 of Title XXXVI of the Florida Statutes. The street and mailing address of the office that the Florida Department of State may use for purposes of Section 607.1114(4) of Title XXXVI of the Florida Statutes is: 2395 Bulverde Road, Suite 105, Bulverde, Texas 78163.

**Converting Entity:**

Dean Baldwin Painting, Inc.

By: 

Barbara V. Baldwin, CEO

**Converted Entity:**

Dean Baldwin Painting Limited Partnership

By: Dean Baldwin Painting GP, LLC, its general partner

By: 

Barbara V. Baldwin, CEO

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TALLAHASSEE, FLORIDA

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