

F05000007362

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP☐ WAIT☐ MAIL

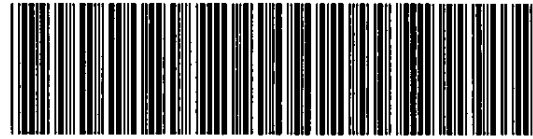
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/04/14--01011--014 **43.75

FILED
SECONDARY STATE
CIVIL RIGHTS DIVISION
14 AUG -4 PM 2 19

Conversion - CUS
⑩ 3/19/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: L-1 Secure Credentialing, 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:

Elizabeth Robles

Contact Person

L-1 Secure Credentialing, LLC

Firm/Company

PO Box 1267

Address

Canby, OR 97013

City, State and Zip Code

erobles@morphotrust.com

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

For further information concerning this matter, please call:

Elizabeth Robles at **(503) 853-3478**

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



December 19, 2013

Re: Consent to Use of Name

To Whom It May Concern:

L-1 Secure Credentialing, Inc. consents to the use of the similar name, L-1 Secure Credentialing LLC, by its similarly-named affiliate for purposes of converting the Delaware corporation to a Delaware limited liability company.

Please contact the undersigned at (202) 688-4806 if you have any questions or need any additional information.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Scott Boylan', written over a horizontal line.

Scott Boylan
Secretary

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

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:

L-1 Secure Credentialing, Inc.

Enter Name of Florida Profit Corporation

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

L-1 Secure Credentialing, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a **Limited Liability Company**
(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: **12/31/13**

FILED
SECRETARY OF STATE
CORPORATION DIVISION
14 MAR -14 PM 2:19

8. This conversion shall be effective in Florida on: 12/31/13.
(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:

296 Concord Rd Ste 300

Billerica MA 01821

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: 1201 Hays St
Tallahassee, FL 32301

Mailing Address: PO Box 1267
Canby, OR 97013

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 24 day of February 2014.

Signature: [Signature]

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

Printed Name: Gregory Mayan Title: CEO

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

Delaware

PAGE 1

The First State

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 CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "L-1 SECURE CREDENTIALING, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "L-1 SECURE CREDENTIALING, INC." TO "L-1 SECURE CREDENTIALING, LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 11:58 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013.

3102842 8100V

131465321

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1013565

DATE: 12-26-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:14 PM 12/23/2013
FILED 11:58 AM 12/23/2013
SRV 131465321 - 3102842 FILE

L-1 SECURE CREDENTIALING, INC.


CERTIFICATE OF CONVERSION TO
LIMITED LIABILITY COMPANY

(Pursuant to Section 18-214
of the Delaware Limited Liability Act)

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the corporation first formed is September 27, 1999.
4. The name of the Corporation immediately prior to filing this Certificate is L-1 Secure Credentialing, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is L-1 Secure Credentialing, LLC.
6. The effective date of the conversion of the Corporation to a Delaware limited liability company is December 31, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 20th day of December, 2013.

By: _____



Scott Boylan, Authorized Person

Delaware

PAGE 2

The First State

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 CERTIFICATE OF FORMATION OF "L-1 SECURE CREDENTIALING, LLC" FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 11:58 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013.

3102842 8100V

131465321



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1013565

DATE: 12-26-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:14 PM 12/23/2013
FILED 11:58 AM 12/23/2013
SRV 131465321 - 3102842 FILE

CERTIFICATE OF FORMATION

OF

L-1 SECURE CREDENTIALING, LLC

First: The name of the limited liability company is L-1 Secure Credentialing, LLC.

Second: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

Third: The Certificate of Formation shall become effective on December 31, 2013.

In Witness Whereof, the undersigned has executed this Certificate of Formation of L-1 Secure Credentialing, LLC this 20th day of December, 2013.



Scott Boylan
Authorized Person