

SEP 04 2015

**CORPORATE  
ACCESS,  
INC.**

*When you need ACCESS to the world*

236 East 6th Avenue, Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

**WALK IN**

PICK UP:

9/3

☐ CERTIFIED COPY

☒ PHOTOCOPY

☐ CUS

☒ FILING

Amend

1. PW Touring Inc.  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PW Touring Inc.

Name of Corporation

**DOCUMENT NUMBER:** F12000003279

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Emily Wolf

Name of Contact Person

Ungerlaw, PC

Firm/Company

12121 Wilshire Blvd., Ste. 1201

Address

Los Angeles, CA 90025

City/State and Zip Code

filings@eminutes.com

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

For further information concerning this matter, please call:

Emily Wolf

at ( 310 )

820-1000

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee.  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

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

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

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F12000003279

(Document number of corporation (if known))

1. PW Touring Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Nevada 3. 08-07-12  
(Incorporated under laws of) (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.  
Delaware  
(New jurisdiction)
8. 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)

Caron Veazey

(Typed or printed name of person signing)

Vice President

(Title of person signing)

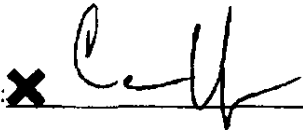
FILED  
25 SEP 12 AM 7:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:15 AM 08/27/2015  
FILED 10:09 AM 08/27/2015  
SRV 151223655 - 5811251 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Nevada.
- 2.) The jurisdiction immediately prior to filing this Certificate is Nevada.
- 3.) The date the Non-Delaware Corporation first formed is July 26, 2012.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is PW Touring Inc..
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is PW Touring, Inc..

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 27th day of August, A.D. 2015.

By:  \_\_\_\_\_

Name: Carol Veazey  
Print or Type

Title: Vice President  
Print or Type

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:15 AM 08/27/2015  
FILED 10:09 AM 08/27/2015  
SRV 151223655 - 5811251 FILE

**CERTIFICATE OF INCORPORATION OF  
PW TOURING, INC.**

**I, THE UNDERSIGNED**, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

**FIRST.** The name of the corporation is PW Touring, Inc.

**SECOND.** The address of the corporation's registered office in the State of Delaware is 1013 Centre Road, Suite 403S, in the City of Wilmington, County of New Castle, 19805. The name of its registered agent at such address is eResidentAgent, Inc.

**THIRD.** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH.** The total number of shares of stock which the corporation shall have authority to issue is 1,000. All such shares are to be Common Stock, par value of \$.01 per share, and are to be of one class.

**FIFTH.** The incorporator of the corporation is Caron Veazey, whose mailing address is 10960 Wilshire Boulevard, 5th Floor, Los Angeles, California 90024.

**SIXTH.** A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

**SEVENTH.** The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the person who is to serve as the sole initial director of the corporation until the first annual meeting of stockholders of the corporation, or until his or her successor is duly elected and qualified, is:

Caron Veazey  
10960 Wilshire Boulevard, 5th Floor  
Los Angeles, California 90024

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is her act and deed on this day, June 16, 2015.

/s/ Caron Veazey

Caron Veazey  
Incorporator

# Delaware

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## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PW TOURING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2015.

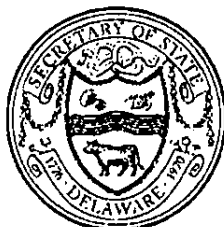
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

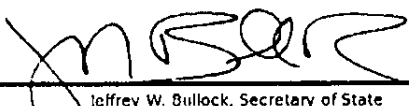
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PW TOURING, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2015.

5811251 8300

151232775

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2687125

DATE: 08-28-15