

F53615

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

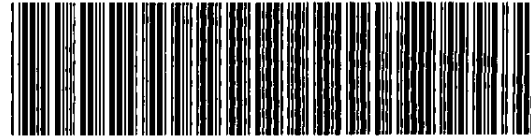
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/18/10--01024--026 **43.75

EFFECTIVE DATE

11/22/10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 18 AM 10:00

N. Culligan NOV 23 2010



Henderson|Franklin
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November 17, 2010

VIA FEDERAL EXPRESS

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

**Re: Certificate of Conversion for Florida Profit Corporation into Other
Business Entity**

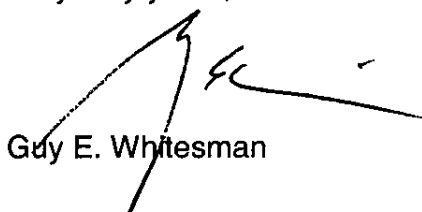
Dear Sir or Madame:

Please process the enclosed Certificate of Conversion for National Inspection and Consultants, Inc., a Florida corporation into National Inspection and Consultants, LLC, a Delaware limited liability company. Our check in the amount of \$43.75 is also enclosed to cover (i) the \$35.00 filing fee, and (ii) \$8.75 for a certified copy of the Certificate of Conversion. **Please note, the effective date of the conversion is November 22, 2010.**

Please forward the certified copy of the Certificate of Conversion to my attention at the following address:

Guy E. Whitesman, Esq.
Henderson, Franklin, Starnes & Holt, P.A.
P.O. Box 280
Fort Myers, FL 33902-0280

Very truly yours,



Guy E. Whitesman

GEW/ksl
Enclosures
cc: Robert A. Vigne - via e-mail

Henderson, Franklin, Starnes & Holt, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 NOV 18 AM 10:00

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:

NATIONAL INSPECTION AND CONSULTANTS, INC. F53615

Enter Name of Florida Profit Corporation

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

NATIONAL INSPECTION AND CONSULTANTS, 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: NOVEMBER 22, 2010

8. This conversion shall be effective in Florida on: NOVEMBER 22, 2010.
(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:
9911 BAVARIA ROAD

FORT MYERS, FLORIDA 33913-8510

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: 9911 BAVARIA ROAD

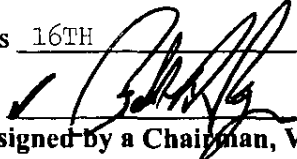
FORT MYERS, FLORIDA 33913-8510

Mailing Address: 9911 BAVARIA ROAD

FORT MYERS, FLORIDA 33913-8510

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 16TH day of NOVEMBER 2010.

Signature: 

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

Printed Name: ROBERT A. VIGNE Title: PRESIDENT

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 18 AM 10:00