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(Requestor's Name)

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(Business Entity Name)

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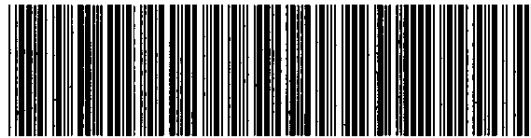
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DIVISION OF CORPORATION  
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CROCKER & CROCKER, P.C.

ATTORNEYS AT LAW

PATRICK D. CROCKER  
[patrick@crockerlawfirm.com](mailto:patrick@crockerlawfirm.com)

December 21, 2009

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: TALENT AND MORE, LLC  
*Certificate of Conversion for Florida Limited Liability Company  
Into Other Business Entity*

Dear Sir or Madam:

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Patrick D. Crocker  
Crocker & Crocker, P.C.  
The Kalamazoo Building  
107 W. Michigan Avenue, 4<sup>th</sup> Floor  
Kalamazoo, MI 49007  
[patrick@crockerlawfirm.com](mailto:patrick@crockerlawfirm.com)

For further information concerning this matter, please call:

Patrick D. Crocker at (269) 381-8893 x226

Enclosed is a check in the amount of \$55.00 for Filing Fee and Certified Copy.

Very truly yours,

  
Crocker & Crocker, P.C.

Patrick D. Crocker

PDC/pas

**Certificate of Conversion**  
For  
**Florida Limited Liability Company**  
Into  
**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

TALENT AND MORE, LLC

Enter Name of Florida Limited Liability Company

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

TALENT AND MORE, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: corporation, 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 Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: November 15, 2009

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DIVISION OF CORPORATION  
09 DEC 28 PM 1:51

8. This conversion shall be effective in Florida on: December 30, 2009  
(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 principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

P.O. Box 470033 Lake Monroe, Florida 32747

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 limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 10<sup>th</sup> day of November, 2009

Signature: \_\_\_\_\_

Linda Koldenhaven  
Must be signed by a Member or Authorized Representative.

Printed Name: Linda Koldenhaven Title: Manager

<b>Fees:</b> Filing Fee:	\$25.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$ 5.00 (Optional)

PLAN OF CONVERSION OF  
TALENT AND MORE, LLC  
FROM A FLORIDA LIMITED LIABILITY COMPANY  
INTO  
A DELAWARE LIMITED LIABILITY COMPANY

This Plan of Conversion of TALENT AND MORE, LLC from a Florida Limited Liability Company into a Delaware Limited Liability Company (the "*Plan*"), is entered into and adopted as of the 28th day of August, 2009.

RECITALS:

TALENT AND MORE, LLC ("TALENT AND MORE") is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed on June 30, 2008 under the name TALENT AND MORE, LLC; and

The Members of TALENT AND MORE deem it advisable for the general welfare and advantage of TALENT AND MORE and its members that TALENT AND MORE convert from a Florida Limited Liability Company into a Delaware Limited Liability Company pursuant to this Plan and pursuant to the applicable provisions of the laws of the State of Delaware.

NOW THEREFORE, the Members of TALENT AND MORE, hereby set forth the terms and conditions of the Plan.

PLAN

1. CONVERSION TO DELAWARE LIMITED LIABILITY COMPANY. At Effective Time of Conversion, TALENT AND MORE shall cease to be a Florida Limited Liability Company and shall become a Delaware Limited Liability Company. The "*Effective Time of Conversion*" shall be December 30, 2009, provided the Articles of Conversion are filed in the office of the Delaware Secretary of State, all after satisfaction of the respective requirements of the applicable laws of said states prerequisite to such filings.

2. NAME OF CONVERTED LIMITED LIABILITY COMPANY. Following the conversion, the name of the corporation shall remain TALENT AND MORE, LLC.

3. TALENT AND MORE TO REMAIN IN AND CONTINUE EXISTENCE. Following the conversion, TALENT AND MORE shall continue in existence. Following the conversion, TALENT AND MORE shall be a Limited Liability Company duly formed and in existence pursuant to the laws of the State of Delaware.

4. GOVERNING LAW: CERTIFICATE OF FORMATION At all times during and after the Conversion, TALENT AND MORE shall be governed by the laws of the State of Delaware, and by the terms of the Certificate of Formation which filed with the Delaware Secretary of State.

5. OPERATING AGREEMENT: At Effective Time of Conversion, the Operating Agreement of TALENT AND MORE shall be adopted to comply with the Delaware law.

6. DIRECTORS AND OFFICERS OR MANAGER OF SURVIVING LIMITED LIABILITY COMPANY. The Board of Directors, officers or Manager of TALENT AND MORE shall remain the same following the conversion, and such Manager is as follows:

Manager:

Linda Koldenhoven

7. CONVERSION OF MEMBERSHIP INTEREST. The manner and basis of converting the membership interests of TALENT AND MORE, as a Florida Limited Liability Company, into membership interest in TALENT AND MORE, as a Delaware Limited Liability Company, shall be on a 1-for-1 basis. As soon as practicable after the Effective Time of Conversion, the certificates representing membership interests of TALENT AND MORE, a Florida Limited Liability Company, shall be surrendered to TALENT AND MORE for exchange. Upon receipt of the Membership Interests of TALENT AND MORE, a Florida Limited Liability Company, TALENT AND MORE, a Delaware Limited Liability Company, shall issue to the exchanging member an equal amount of the Membership Interest of TALENT AND MORE, a Delaware Limited Liability Company. All membership interests in TALENT AND MORE is and/or will be issued carrying the same registered status under the Securities Act of 1933, as amended (the "Act"), as the respective membership interests' status in the Florida Limited Liability Company.

8. EFFECT OF CONVERSION At the Effective Time of Conversion, TALENT AND MORE, as a Delaware Limited Liability Company, shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers, and franchises both of a public and a private nature, and be subject to all the restrictions, disabilities, and duties of TALENT AND MORE as a Florida Limited Liability Company, and shall own all property, real, personal, and mixed, and shall be obligated for all prior debts of TALENT AND MORE, as a Florida Limited Liability Company, on whatever account, and all rights of creditors and all liens upon any property of TALENT AND MORE shall be preserved unimpaired, and all debts liabilities, and duties of TALENT AND MORE, as a Florida Limited Liability Company, shall attach to TALENT AND MORE, as a Delaware Limited Liability Company, and may be enforced against it. No member shall, as a result of this conversion, become personally liable for the liabilities or obligations of the converted entity.

9. ACCOUNTING MATTERS. The assets and liabilities of TALENT AND MORE, as a Florida Limited Liability Company, as of the Effective Time of Conversion, shall be recorded on the books of TALENT AND MORE, the Delaware Limited Liability Company, in the amounts at which they were carried at that time on the books of TALENT AND MORE, as a Florida Limited Liability Company.

10. APPROVAL OF MEMBERS: FILING ARTICLES OF CONVERSION. The Conversion was submitted to the members of TALENT AND MORE as provided by law, and the Plan was adopted by the members, and the Articles of Conversion shall be signed and delivered to the Delaware Secretary of State pursuant to Delaware corporate law and the Florida Statutes.

11. CONSTRUCTION. The captions and sections of this Plan are for convenience of reference only and shall not affect the meaning or construction of any of the terms or provisions of this Plan. Whenever the context so requires, all words used herein in any gender shall include

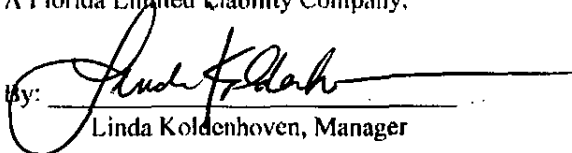
the masculine, feminine, and neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

12. GOVERNING LAW. To the extent not otherwise stated, this Plan shall be governed by and construed in accordance with the laws of the States of Florida and Delaware, as applicable.

13. FURTHER DOCUMENTS. From time to time, as and when necessary, the Manager of TALENT AND MORE shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further or other action deemed necessary or desirable, in order to vest in and confirm to TALENT AND MORE, as a Delaware Limited Liability Company, title to, and possession of, any property of TALENT AND MORE, the Florida Limited Liability Company, acquired prior to the conversion, and otherwise to carry out the intent and purposes hereof; and the Manager of TALENT AND MORE is fully authorized, in the name of TALENT AND MORE or otherwise, to take any and all such action.

EXECUTED to be effective as of the date first shown above.

TALENT AND MORE, LLC  
A Florida Limited Liability Company,

By:   
Linda Koldenhoven, Manager