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(Requestor's Name)

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(Address)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

J. Shivers SEP 25 2013

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TALLULAH B, LLC

Name of Florida Limited Liability Company

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:

RACHEL L. DRUDE

Contact Person

WOLFE, BEGOUN & PICK, LLC

Firm/Company

818 HOWARD AVENUE, STE. 100

Address

NEW ORLEANS, LA 70113

City, State and Zip Code

RDRUDE@WBPLAW.COM

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

For further information concerning this matter, please call:

RACHEL L. DRUDE at (504) 451-1288

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☒ \$55.00 Filing Fee
and Certified Copy

☒ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
13 SEP 23 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

TALLULAH B, LLC

Enter Name of Florida Limited Liability Company

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

TALLULAH B, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a **LIMITED LIABILITY COMPANY**
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **LOUISIANA**

(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, 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: **SEPTEMBER 17, 2013**

on:

13 SEP 23 AM 11:08
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

8. This conversion shall be effective in Florida on: SEPTEMBER 17, 2013
(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:

Attn: Bonnie M. Drude, 689 Kiskatom Lane
Mandeville, Louisiana 70471

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: 689 Kiskatom Lane
Mandeville, Louisiana 70471
Mailing Address: 689 Kiskatom Lane
Mandeville, Louisiana 70471

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 17th day of SEPTEMBER, 2013

Signature: Bonnie M. Drude

Must be signed by a Member or Authorized Representative.

Printed Name: Bonnie M. Drude Title: Manager-Member

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

**CONVERSION PLAN & DECLARATION
OF
TALLULAH B, LLC**

Effective this 17th day of September, 2013, by and through the unanimous agreement of its undersigned Manager-Members, Tallulah B, LLC, originally and currently registered to do business as a limited liability company organized under the laws of the State of Florida, seeks to convert to a limited liability company organized under the laws of the State of Louisiana, and in support thereof states as follows:

1. Bonnie M. Drude ("Bonnie") and Rachel L. Drude ("Rachel") formed Tallulah B, LLC under the laws of the State of Florida on July 28, 2011.
2. Bonnie and Rachel desired that Tallulah B, LLC should be a member-managed limited liability company organized to conduct any and all lawful business, but with a particular focus on interior design and decoration.
3. The original Articles of Incorporation name both Bonnie and Rachel as Member-Managers of Tallulah B, LLC. Bonnie and Rachel have always been and continue to be the sole members of Tallulah B, LLC.
4. At the time of organization, Rachel resided in Florida and served as the Registered Agent of Tallulah B, LLC with a business address of 980 Tyrone Boulevard, St. Petersburg, Florida 33710.
5. Also at the time of organization, Bonnie resided and continues to reside in Louisiana at 689 Kiskatom Lane, Mandeville, Louisiana 70471, which was used as the mailing address for Tallulah B, LLC in the original Articles of Organization.
6. On July 29, 2011, Tallulah B, LLC applied for and was granted the right to transact business in Louisiana as a foreign limited liability company.
7. Thereafter Tallulah B, LLC did not transact any business in Florida or Louisiana or any other state or jurisdiction.
8. Rachel moved from Florida to Louisiana and currently resides at 3217 Annunciation Street, New Orleans, Louisiana 70115; as such Tallulah B, LLC no longer has any reason to maintain its domicile or a Registered Agent in Florida.
9. As of this date, Tallulah B, LLC has never owned any assets, obligations, property, property rights or interests therein whatsoever since its formation, other than the right(s) to transact business in Florida and Louisiana generally. Any and all filing fees or other administrative expenses were provided by Bonnie, and any and all legal services were provided by Rachel. Said contributions are presumed to be equal in fair market value by Bonnie and Rachel which Bonnie and Rachel hereby acknowledge by this agreement; as such Bonnie and Rachel desire that this Paragraph 9 shall satisfy the

requirements of F.S. §608.4401(3)(b) and La. R.S. §1308.3(C)(5) as there is no cash, consideration or other financial interests to be converted at this time.

10. Conversion into "another business entity" as defined in F.S. §608.4401, et. seq. is permitted by the original Articles of Organization of Tallulah B, LLC.
11. Conversion hereunder is also in compliance with the requirements of La. R.S. §1308.3.
12. Bonnie and Rachel now desire to conduct business through Tallulah B, LLC by converting its jurisdiction from Florida to Louisiana and by continuing its existence under the laws of the State of Louisiana without interruption; as such Bonnie and Rachel hereby waive any notice of conversion and/or any other notice(s) that may be required under the laws of Florida and/or the laws of Louisiana, and in furtherance thereof declare as follows:

THAT BY UNANIMOUS AGREEMENT THE UNDERSIGNED MEMBER-MANAGERS OF TALLULAH B, LLC, ORIGINALLY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SEEK TO CONTINUE THE EXISTENCE OF TALLULAH B, LLC UNDER THE LAWS OF THE STATE OF LOUISIANA IN COMPLIANCE WITH FLORIDA STATUTE §608.4401, ET. SEQ. AND LOUISIANA REVISED STATUTE §12:1308.3. TALLULAH B, LLC SHALL CONTINUE UNDER THE NAME TALLULAH B, LLC.

THE REGISTERED OFFICE ADDRESS IN LOUISIANA SHALL BE:

**Attn: Bonnie M. Drude
689 Kiskatom Lane
Mandeville, LA 70471**

THE MUNICIPAL ADDRESSES OF THE CURRENT MANAGER-MEMBERS ARE LISTED BELOW;
THE MANAGER-MEMBERS SHALL ALSO SERVE AS THE REGISTERED AGENTS OF TALLULAH B, LLC:

1. Bonnie M. Drude
689 Kiskatom Lane
Mandeville, LA 70471
2. Rachel L. Drude
3217 Annunciation Street
New Orleans, LA 70115

THE EFFECTIVE DATE OF THE CONVERSION OF TALLULAH B, LLC FROM A FLORIDA LIMITED LIABILITY COMPANY TO A LOUISIANA LIMITED LIABILITY COMPANY SHALL BE THE DATE FIRST WRITTEN ABOVE.

[SIGNATURES SET FORTH ON FOLLOWING PAGE]

APPROVED BY THE UNANIMOUS AGREEMENT OF THE MANAGER-MEMBERS OF TALLULAH B,
LCC:



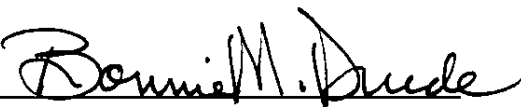
RACHEL L. DRUDE

MANAGER MEMBER

3217 Annunciation Street

New Orleans, LA 70115

Date: 9.17.2013



BONNIE M. DRUDE

MANAGER MEMBER

689 Kiskatom Lane

Mandeville, LA 70471

Date: 9/17/13

AFFIDAVIT OF REGISTERED AGENT

I, BONNIE M. DRUDE, hereby acknowledge and accept the designation as Registered Agent for TALLULAH B, LLC at the following address: 689 Kiskatom Lane, Mandeville, Louisiana 70471.

Bonnie M. Drude

BONNIE M. DRUDE
MANAGER MEMBER
689 Kiskatom Lane
Mandeville, LA 70471

Date: 9/17/13

NOTARIZED BY:

Mark R. Wolfe

New Orleans, Louisiana

My Commission Expires: at death

09/17/2013



Mark R. Wolfe
Notary Public
LSB# 13633

AFFIDAVIT OF REGISTERED AGENT

I, RACHEL L. DRUDE, hereby acknowledge and accept the designation as Registered Agent for TALLULAH B, LLC at the following address: 3217 Annunciation Street, New Orleans, Louisiana 70115.

R. L. Drude

RACHEL L. DRUDE

MANAGER MEMBER

3217 Annunciation Street

New Orleans, LA 70115

Date: 9.17.2013

NOTARIZED BY:

Mark R. Wolfe

New Orleans, Louisiana

My Commission Expires: at death

09/17/2013



Mark R. Wolfe

Notary Public

LSB# 13633