

L13000008325

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

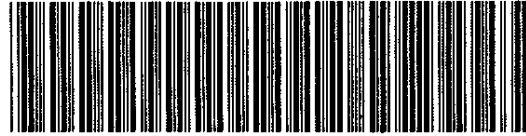
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400244202634

02/01/13--01017--018 **55.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2013 FEB - 1 AM 10:56

C. LEWIS
FEB - 4 2013
EXAMINER

COOK, YANCEY, KING & GALLOWAY

A PROFESSIONAL LAW CORPORATION

333 TEXAS STREET, SUITE 1700

POST OFFICE BOX 22260

SHREVEPORT, LOUISIANA 71120-2260

www.cookyancey.com

Kyle C. McInnis

*Tax Law Specialist Certified by the Louisiana Board
of Legal Specialization*

*Estate Planning and Administration Specialist
Certified by the Louisiana Board of Legal
Specialization*

Writer's Direct

(318) 227-7829

kyle.mcinnis@cookyancey.com

Admitted in Louisiana, Texas and Georgia

TELEPHONE (318) 221-6277

TELECOPIER (318) 227-7850

January 31, 2013

VIA FEDERAL EXPRESS

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

Re: DBTA, LLC

Dear Sir/Madam:

Enclosed herewith please find the following documents:

1. Certificate of Conversion of DBTA, LLC, a Florida Limited Liability Company to DBTA, LLC, a Delaware Limited Liability Company;
2. Certificate of Formation of DBTA, LLC filed with the Delaware Secretary of State's office filed on January 30, 2013.

If these document meets with your approval, please file the conversion of record and return to me a certified copy for my file in the enclosed federal express, overnight delivery envelope. I have enclosed a check in the amount of \$55.00 to cover the fees.

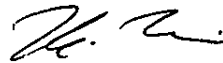
If anything further is needed in order to properly record the conversion of DBTA, LLC, a Florida Limited Liability Company to DBTA, LLC, a Delaware Limited Liability Company with the state of Florida, please contact me at your earliest convenience.

COOK, YANCEY, KING & GALLOWAY

Registration Section
Division of Corporation
January 27, 2011
Page 2

With best regards, I am

Yours very truly,



Kyle C. McInnis

KCM:kg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2013 FEB -1 AM 10:56

**CERTIFICATE OF CONVERSION
OF DBTA, LLC, A FLORIDA LIMITED LIABILITY COMPANY, TO
DBTA, LLC, A DELAWARE LIMITED LIABILITY COMPANY**

L1300008325

Pursuant to the provisions of Florida and Delaware law, DBTA, LLC, a Florida limited liability company, originally filed on January 16, 2013, does hereby file this Certificate of Conversion which converts DBTA, LLC, a Florida limited liability company (the "Converting Entity"), into DBTA, LLC, a Delaware limited liability company created and filed with the Secretary of State of the State of Delaware on eventdate herewith (the "Converted Entity"). In furtherance of that Plan of Conversion, the Converting Entity does hereby file this Certificate of Conversion with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware, pursuant to Fla. Stat. ch. 608.4401 *et seq.* and Del. Code Ann. tit. 6, § 18-214, respectively.

**ARTICLE I
NAME**

The name of the Converting Entity is "DBTA, LLC", a Florida limited liability company, created on January 16, 2013. The name of the Converted Entity is "DBTA, LLC", a Delaware limited liability company.

**ARTICLE II
PLAN OF CONVERSION**

The members and managers of the Converting Entity have, pursuant to the provisions of Florida and Delaware law, adopted and approved a Plan of Conversion, conforming to the requirements of Fla. Stat. ch. 608.4401 and Del. Code Ann. tit. 6, § 18-214, a signed version of which is on file at the principal place of business of the Converting Entity, located at 1745 Swan Lake Road, Suite H, Bossier City, Louisiana 71111, and will be on file at the principal place of the Converted Entity, located at 1745 Swan Lake Road, Suite H, Bossier City, Louisiana 71111. A copy of the signed and executed Plan of Conversion will be furnished without cost to any member or manager of either the Converting Entity or the Converted Entity, upon written request. No member of the Converting Entity will become generally liable for the debts or liabilities of the Converted Entity as a result of the conversion.

**ARTICLE III
CERTIFICATE OF FORMATION**

The Converted Entity has caused or will cause to be filed with the Secretary of State of the State of Delaware a Certificate of Formation together with this Certificate of Conversion.

**ARTICLE IV
ADDRESS**

The address of the principal office of the Converted Entity in the State of Delaware shall be 1209 N. Orange Street, Wilmington, Delaware 19801.

**ARTICLE V
SERVICE**

The Converted Entity intends to file for the authority to transact business in the State of Florida. Until such filing is effective, the authority of the Converting Entity's registered agent in the State of Florida is revoked as of the effective date of this Certificate of Conversion and the Secretary of State of the State of Florida is irrevocably appointed as the Converting Entity's agent for service of process on the Converted Entity in the State of Florida in any proceeding to enforce an obligation of the Converting Entity arising prior to the effective date of this conversion, including any appraisal rights of its members. Any such service of process may be mailed to the Converted Entity at 1745 Swan Lake Road, Suite H, Bossier City, Louisiana 71111.

**ARTICLE VI
EFFECTIVE DATE**

This Certificate of Conversion becomes effective at the opening of business on February 1, 2013. If this Certificate of Conversion has not been properly filed by such effective date, then this Certificate of Conversion becomes effective upon its filing with both the Secretaries of State of the State of Florida and the State of Delaware.

**ARTICLE VII
APPRAISAL RIGHTS**

The Converted Entity agrees to pay any and all amounts that the members of the Converting Entity may be due for appraisal rights under Fla. Stat. ch. 608.4351-608.43595.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2013 FEB -1 AM 10: 56

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

DBTA, LLC

By: 

Rand H. Falbaum • Manager

of Both Companies