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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

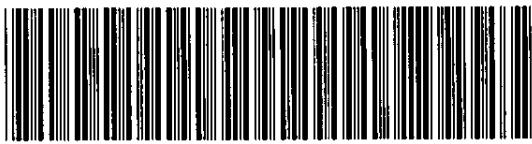
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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C O R P O R A T I O N S E R V I C E C O M P A N Y

ACCOUNT NO. : I20000000195

REFERENCE : 386005 5022577

AUTHORIZATION :

COST LIMIT : *Lynne DeLoach* \$ 150.00

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ORDER DATE : November 19, 2014

ORDER TIME : 10:20 AM

ORDER NO. : 386005-010

CUSTOMER NO: 5022577

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DOMESTIC CONVERSION FILING

NAME: SCARECROW, LLC

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

**Articles of Conversion**  
For  
**“Other Business Entity”**  
Into  
**Florida Limited Liability Company**

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following “Other Business Entity” into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the “Other Business Entity” immediately prior to the filing of the Articles of Conversion is: Scarecrow, LLC

(Enter Name of Other Business Entity)

2. The “Other Business Entity” is a limited liability company.

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)  
on March 14, 2008  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Scarecrow, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.  
(The effective date: 1) **cannot be prior to date of receipt or filed date 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 listed in the attached Articles of Organization, if an effective date is listed therein.)**

5. The plan of conversion has been approved in accordance with all applicable statutes.

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FLORIDA DEPARTMENT OF STATE  
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14 MAY 2014  
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Signed this 19th day of November 2014.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: W.M. Shockley  
Printed Name: William M. Shockley Title: Manager

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: W.M. Shockley  
Printed Name: William M. Shockley Title: Manager

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**  
Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**  
Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**  
Signatures of ALL General Partners.

**All others:**  
Signature of an authorized person.

**Fees:**

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

Scarecrow, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

781 Harbour Isles Court

North Palm Beach, FL 33410

Attn: William M. Shockley, Manager

Mailing Address:

781 Harbour Isles Court

North Palm Beach, FL 33410

Attn: William M. Shockley, Manager

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

William M. Shockley

Name

781 Harbour Isles Court

Florida street address (P.O. Box NOT acceptable)

North Palm Beach

FL 33410

City

Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.*



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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## ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:  
"AMBR" = Authorized Member  
"MGR" = Manager  
Manager

**Name and Address:**

William M. Shockley

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## 7 Crimson Leaf Drive

Newtown, PA 18940

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)  
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

## **ARTICLE VI: Other provisions, if any.**

**REQUIRED SIGNATURE:**

Signature of a member or an authorized representative of a member

**Signature of a member or an authorized representative of a member.**  
(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

William M. Shockley

Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation  
of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

SECRETARY OF STATE  
PHILADELPHIA, 1776