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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

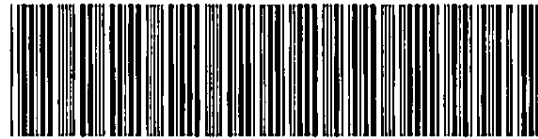
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
20 MAY 19 PM 3:26

MAY 20 2020

D CUSHING

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Nocturnal Enterprises, LLC

\_\_\_\_\_  
Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Ashley Bolduc

\_\_\_\_\_  
Contact Person

Cummins & White, LLP

\_\_\_\_\_  
Firm/Company

2424 SE Bristol, Suite 300

\_\_\_\_\_  
Address

Newport Beach, CA 92660

\_\_\_\_\_  
City, State and Zip Code

abolduc@cwlawyers.com

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

For further information concerning this matter, please call:

Ashley Bolduc

at ( 949 ) 852-1800

\_\_\_\_\_  
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

**Mailing Address:**

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

**Street Address:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

CR2E106 (05/17)

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DIVISION OF CORPORATIONS  
20 MAY 19 PM 3:26

**C&W**  
**CUMMINS & WHITE, LLP**  

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**L A W Y E R S**

May 13, 2020

2424 S.E. Bristol Street, Suite 300  
Newport Beach, CA 92660-0764  
TEL 949-852-1800  
FAX 949-852-8510  
cw@cwlawyers.com

Jaclyn R. Valdez  
Paralegal  
Direct Dial: (949) 852-1800  
jvaldez@cwlawyers.com

**VIA CERTIFIED MAIL**

Diane Cushing  
Senior Section Administrator  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida 32314

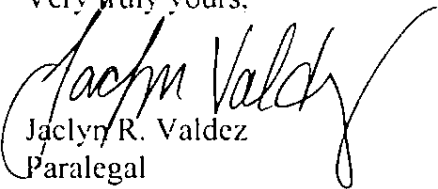
**Nocturnal Enterprises, LLC**

Our File No. : R372.6 - Letter Number: 220A00009252

Dear Diane:

Please find the attached letter with attachments from you dated May 5, 2020, along with the Annual Report filed with the Florida Secretary of State for Nocturnal Enterprises, LLC. The check was not returned to our office, so I will assume you are in possession of same. Please proceed with filing and return to our office upon completion. Please feel free to contact me directly should you have any questions. Thank you.

Very truly yours,

  
Jaclyn R. Valdez  
Paralegal

JRV

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 5, 2020

ASHLEY BOLDUC  
CUMMINS & WHITE, LLP  
2424 SE BRISTOL, SUITE 300  
NEWPORT BEACH, CA 92660

SUBJECT: NOCTURNAL ENTERPRISES, LLC  
Ref. Number: L16000151446

We have received your document for NOCTURNAL ENTERPRISES, LLC and your check(s) totaling \$30.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), s.607.1622(9) and/or 607.1622(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 220A00009252

**Articles of Conversion**  
For  
**Florida Limited Liability Company**  
Into  
**"Converted or Other Business Entity"**

FILED  
STATE  
DIVISION OF CORPORATIONS  
20 MAY 19 PM 3:29

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

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

Nocturnal Enterprises, LLC

Enter Name of Florida Limited Liability Company

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

Nocturnal Enterprises, LLC

Enter Name of "Converted or Other Business Entity"

3. The "Converted or 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 Texas  
(Enter state, or if a non-U.S. entity, the name of the country)

The formation document is attached (if applicable).

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: 03/16/20  
(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.")

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":


a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 2424 SE Bristol, Suite 300  
Newport Beach, CA 92660

Mailing Address: 2424 SE Bristol, Suite 300  
Newport Beach, CA 92660

7. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 16th day of March, 2020

Signature:   
Must be signed by a Member or Authorized Representative

Printed Name: Kenny Parkerson Title: Manager and Member

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

**EXHIBIT A**

Certificate of Conversion

[See attached]

**CERTIFICATE OF CONVERSION  
OF  
NOCTURNAL ENTERPRISES, LLC**

**ARTICLE I**

The converting entity is Nocturnal Enterprises, LLC, a limited liability company organized under the laws of the State of Florida (the "*Converting Entity*").

**ARTICLE II**

The Converting Entity shall be converted to a limited liability company organized under the laws of the State of Texas and shall be named Nocturnal Enterprises, LLC (the "*Converted Entity*").

**ARTICLE III**

A plan of conversion ("*Plan of Conversion*") is on file at the principal place of business of the Converting Entity, located at 2807 Allen Street #2003, Dallas, TX 75204. A copy of the Plan of Conversion is attached hereto and incorporated herein as Exhibit A.

**ARTICLE IV**

A copy of the Plan of Conversion will be, upon written request, furnished without cost by the Converting Entity before the conversion, or by the Converted Entity after the conversion, to any owner or member of the Converting Entity or the Converted Entity.

**ARTICLE V**

The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the Converting Entity.

**ARTICLE VI**

The Converted Entity is liable for payment of the Converting Entity's franchise taxes.

[Signatures on following page]

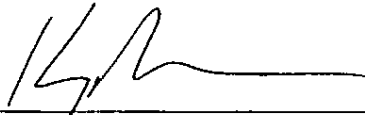


IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to be executed as of March 25, 2020.

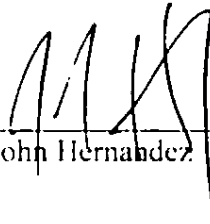
**MEMBERS:**



\_\_\_\_\_  
Christopher Picou



\_\_\_\_\_  
Kenneth Parkerson



\_\_\_\_\_  
John Hernandez

**EXHIBIT A**

Plan of Conversion

[See attached]

**PLAN OF CONVERSION  
OF  
NOCTURNAL ENTERPRISES, LLC**  
a Florida limited liability company

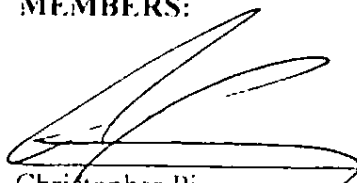
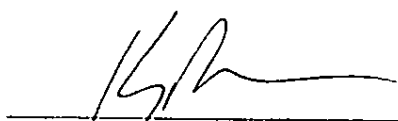
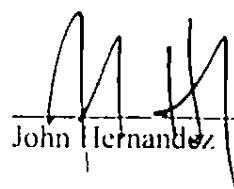
THIS PLAN OF CONVERSION is adopted by unanimous consent of the members (the "**Members**") of Nocturnal Enterprises, LLC, a Florida limited liability company, as of March 25, 2020.

1. Nocturnal Enterprises, LLC is a limited liability company organized under the laws of the State of Florida (the "**Converting Entity**").
2. The Converting Entity shall be converted to a limited liability company organized under the laws of the State of Texas and shall be named Nocturnal Enterprises, LLC (the "**Converted Entity**").
3. The Converting Entity is continuing its existence in the organizational form of the Converted Entity.
4. All outstanding membership interests in the Converting Entity shall be converted to membership interests in the Converted Entity and all Members of the Converting Entity shall maintain a proportionate membership interest in the Converted Entity.
5. The Members shall cause to be filed with the Secretary of State of Texas a Certificate of Conversion, attached hereto as Exhibit A, and a Certificate of Formation, attached hereto as Exhibit B.
6. The Members shall, from time to time execute and deliver all such further documents and instruments and take such other further action necessary or desirable to carry out the intent and purposes of this Plan of Conversion.
7. This Plan of Conversion shall become effective as of the effective date of filing of the Certificate of Conversion and Certificate of Formation with the Secretary of State of the State of Texas.
8. This Plan of Conversion has been duly approved by the Members.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to be executed as of March 25, 2020.

**MEMBERS:**

  
\_\_\_\_\_  
Christopher Picou  
\_\_\_\_\_  
Kenneth Parkerson  
\_\_\_\_\_  
John Hernandez