

L92602

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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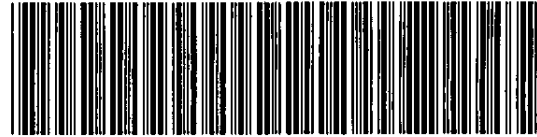
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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conversion

FILED
16 FEB 18 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
16 FEB 18 AM 11:04
DEPARTMENT OF STATE

FEB 18 2016
A RAMSEY

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 020462 7199649

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~ 35.00

ORDER DATE : February 17, 2016

ORDER TIME : 5:44 PM

ORDER NO. : 020462-005

CUSTOMER NO: 7199649

DOMESTIC AMENDMENT FILING

NAME: SHAY INVESTMENT SERVICES, INC.

EFFECTIVE DATE:

XX CERTIFICATE 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: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Shay Investment Services, Inc.
(Name of Florida Profit Corporation)

The enclosed Certificate of Conversion, Plan of Conversion, Certificate of Formation and fees are submitted to convert a Florida Corporation to an "Other Business Entity" in accordance with §§ 607.1112 and 607.1113 of the Florida Statutes.

Please return all correspondence concerning this matter to:

Rail Seoane
(Contact Person)

Hunton & Williams LLP
(Firm/Company)

1111 Brickell Avenue, Suite 2500
(Address)

Miami, FL 33131
(City, State and Zip Code)

rseoane@hunton.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Rail Seoane at (305) 810-2468
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35.00 Filing Fees | <input type="checkbox"/> \$43.75 Filing Fee
and Certificate of
Status | <input type="checkbox"/> \$43.75 Filing Fee
and Certified Copy | <input type="checkbox"/> \$52.50 Filing Fee,
Certified Copy, and
Certificate of Status |
|--|---|---|--|

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

Certificate of Conversion
For
Shay Investment Services, Inc., a Florida corporation
Into
Provenance Financial, Inc., a Texas corporation

16 FEB 18 PM 12:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Certificate of Conversion and attached Plan of Conversion and Certificate of Formation are submitted to convert Shay Investment Services, Inc., a Florida corporation (the "Florida Corporation") into a Texas corporation in accordance with §§ 607.1112 and 607.1113 of the Florida Statutes and §§ 10.102 and 10.103 of the Texas Business Organizations Code.

1. The name of the Florida Corporation, the converting entity, immediately prior to the effectiveness of this Certificate of Conversion is Shay Investment Services, Inc.
2. The Florida Corporation is a Profit Corporation first incorporated under the laws of Florida on August 13, 1990.
3. The name of the Texas corporation, the resulting entity into which the Florida Corporation shall convert, is Provenance Financial, Inc. (the "Texas Corporation").
4. The plan of conversion was approved by the Florida Corporation's board of directors, in accordance with Chapter 607 of the Florida Statutes and the governing documents of the Florida Corporation. The State of Florida is the jurisdiction of formation of the Florida Corporation.
5. The address of the principal office of the Texas Corporation will be 2301 Capital of Texas Highway, Suite J-101, Austin, TX 78746 (the "Principal Office").
6. The Texas Corporation will pay any shareholders of the Florida Corporation having appraisal rights the amount to which they are entitled under §§ 607.1301 to 607.1333 of the Florida Statutes.
7. The Texas Corporation appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Florida Corporation. The Florida Department of State may use the Principal Office for purposes of Section 607.1114(4) of the Florida Statutes.
8. This Certificate of Conversion shall be effective as of February 17, 2016.
9. In lieu of providing the tax certificate, the Texas Corporation, as the converted entity, is liable for the payment of any franchise taxes.
10. The undersigned signs this Certificate of Conversion subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Texas Business

Organizations Code, or other applicable law to and governing the converting entity, to execute this Certificate of Conversion.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
on this 16 day of February, 2016.

SHAY INVESTMENT SERVICES, INC.
a Florida corporation

By: J. G. McEntire III
Name: J. A. McENTIRE III
Title: CFO

PROVENANCE FINANCIAL, INC.
a Texas corporation

By: J. G. McEntire III
Name: J. A. McENTIRE III
Title: CFO

[Signature page to Certificate of Conversion]

**Plan of Conversion
For
Shay Investment Services, Inc., a Florida corporation
Into
Provenance Financial, Inc., a Texas corporation**

Pursuant to Chapter 607 of the Florida Statutes and §§ 10.102 and 10.103 of the Texas Business Organizations Code, the undersigned being all of the directors of Shay Investment Services, Inc., a Florida corporation (the "Florida Corporation") do hereby unanimously approve and recommend for approval of the Florida Corporation's shareholders the following Plan of Conversion for the purpose of converting the Corporation, into Provenance Financial, Inc., a Texas corporation (the "Texas Corporation"), in accordance with the provisions of the Florida Statutes and Texas Business Organizations Code.

ARTICLE I

The name of the converting Florida corporation is Shay Investment Services, Inc.

ARTICLE II

The name of the resulting business entity into which the Florida Corporation shall convert is Provenance Financial, Inc., a Texas corporation, whose organization and internal affairs shall be governed by the laws of the State of Texas.

ARTICLE III

Upon the terms and subject to the conditions of this Plan of Conversion, on February 17, 2016 (the "Effective Time"), (i) the Florida Corporation shall convert into the Texas Corporation in accordance with the provisions of and with the effects provided in Chapter 607 of the Florida Statutes and Title 1 of the Texas Business Organizations Code (the "Conversion"), (ii) the Texas Corporation shall be the resulting entity and shall be governed by the laws of the State of Texas, (iii) the Florida Corporation is continuing its existence in the form of the Texas Corporation, and (iv) the Conversion shall have the effects set forth herein and in § 10.106 of the Texas Business Organizations Code.

ARTICLE IV

At the Effective Time, by virtue of the Conversion and without any action on the part of the shareholders:

Each share of the Florida Corporation issued and outstanding immediately prior to the Effective Time shall be converted automatically into one share of the Texas Corporation. As of the Effective Time, all such shares in the Florida Corporation shall be cancelled automatically and shall cease to exist, and each holder of such shares shall cease to have any rights with respect thereto, except the right to receive shares of the Texas Corporation such that, upon the

effectiveness of the Conversion, the shareholders of the Florida Corporation become the shareholders of the Texas Corporation.

ARTICLE V

At the Effective Time, by virtue of the Conversion, the Certificate of Formation of the Texas corporation attached hereto shall become effective and the board of directors of the Florida Corporation shall become the board of directors of the Texas Corporation.

ARTICLE VI

Rodger D. Shay, Sr., Rodger D. Shay, Jr., J.A. McEntire and other appropriate officers of the Florida Corporation are hereby authorized to execute any documents, certificates or instruments, and to take any other action or omit any action which such officer determines in his or her sole judgment is desirable to carry out the purposes of the foregoing.

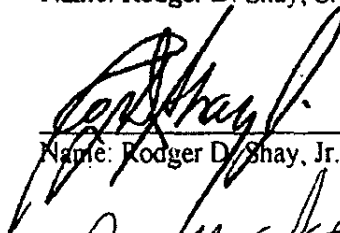
[Signature Page Follows]

IN WITNESS WHEREOF, this Plan of Conversion is unanimously adopted and approved, this 16 day of February, 2016.

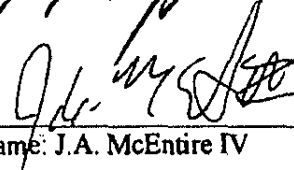
Directors:




Name: Rodger D. Shay, Sr.



Name: Rodger D. Shay, Jr.



Name: J.A. McEntire IV



Name: Sean Kelleher

[Signature page to Plan of Conversion]