

P100000084330

(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



500268648305

02/09/15--01003--021 **35.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 FEB -9 PM 2:18
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 FEB -9 AM 9:46

Comproion
10 2/10/15

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Web Intellect, Inc.

Conversion

Signature

Requested by: SETH

02/09/15

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2015 FEB -9 AM 9:46

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Web Intellect, Inc.

Enter Name of Florida Profit Corporation

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

Web Intellect, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: February 5th, 2015

8. This conversion shall be effective in Florida on: February 5th, 2015
(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 "Other Business Entity's" principal office address, if any:

2303 SE 17th Street, Suite 102

Ocala, FL 34471

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 profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 2303 SE 17th Street, Suite 102

Ocala, FL 34471

Mailing Address: 2303 SE 17th Street, Suite 102

Ocala, FL 34471

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 3rd day of February 2015.

Signature: [Signature]

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Jeffrey Stuart Compton Title: Director

<u>Fees:</u> Filing Fee:	\$35.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (the "Plan") is executed and adopted on February __, 2015, by and among WEB INTELLECT, INC., a Florida corporation (the "Company") and its sole shareholder, ADVENTURE CAPITAL, LLC, a Florida limited liability company (the "Shareholder").

WITNESSETH:

WHEREAS, the Shareholder has determined that it would be in the best interests of the Company to convert the Company to a Delaware limited liability company in accordance with Delaware and Florida law.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the parties hereby agree and prescribe the terms and conditions of this Plan and the mode of carrying the same into effect, as follows:

Converting Entity. The name of the converting entity is Web Intellect, Inc. The date the converting entity was first formed was October 14, 2010.

Converted Entity. The name of the converted entity is Web Intellect, LLC, a Delaware limited liability company. The Certificate of Formation of the converted entity, which shall be filed with the Delaware Secretary of State, is attached hereto as Exhibit A.

Manner of Conversion. As of the Effective Date: (i) the 10,000 authorized shares of common stock in the Company shall be converted into 10,000 authorized units of membership interests in the converted entity; and (ii) the 100 issued and outstanding shares of common stock in the Company issued to the Member shall be converted into 100 units of membership interests in the converted entity.

Effective Date. The conversion shall become effective on February __, 2015 (the "Effective Date").

{Signatures on the Following Page}

IN WITNESS WHEREOF, the parties have executed this Plan on the date first above written.

SHAREHOLDER:

ADVENTURE CAPITAL, LLC, a Florida
limited liability company

By: 

Name: Jeffrey Stuart Compton

Title: Managing Member

COMPANY:

WEB INTELLECT, INC., a Florida
corporation

By: 

Name: Jeffrey Stuart Compton

Title: Sole Director

Exhibit A

Certificate of Formation

[Please see attached]

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:25 AM 02/05/2015
FILED 10:25 AM 02/05/2015
SRV 150150015 - 5688046 FILE

CERTIFICATE OF FORMATION


OF

WEB INTELLECT, LLC

1. The name of the limited liability company is WEB INTELLECT, LLC.

2. The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 3rd day of February, 2015.



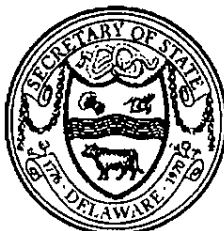
Jeffrey Stuart Compton
Authorized Person

Delaware

PAGE 1

The First State

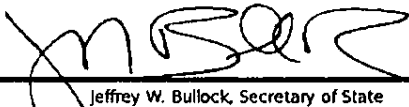
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEB INTELLECT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 2015.



5688046 8300

150150015

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2099036

DATE: 02-05-15