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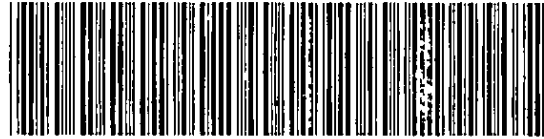
(Business Entity Name)

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Conversion

FILED
2023 SEP 11 AM 11:35
CLERK OF COURT
STATE OF FLORIDA

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2023 SEP 11 PM 3:33
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STATE OF FLORIDA

A. RAMSEY
SEP 12 2023

CT CORP
(850)656-4724
3458 Lakeshore Drive,
Tallahassee, FL 32312

Date: 09/11/2023

Acc#I20160000072

W: c DW

Name:	IRA Walden & Sons, Inc.
Document #:	
Order #:	15122133

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
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Document _____

Examiner _____

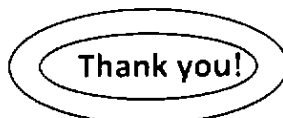
Updater _____

Verifier _____

W.P. Verifier _____

Ref# _____

Amount: \$ **43.75**



FILED *Execution Version*

ARTICLES OF CONVERSION
FOR
CONVERTING
FLORIDA CORPORATION
INTO
"OTHER BUSINESS ENTITY"

2023 SEP 11 AM 11:35

CLERK OF SUPERIOR COURT
FLORIDA

Date: September 11, 2023

THESE ARTICLES OF CONVERSION are submitted to convert a domestic corporation (which is a Florida corporation) into a converted foreign eligible entity (which is a Delaware limited liability company) in accordance with the applicable provisions of the Florida Business Corporation Act, as amended.

1. Name, Jurisdiction, and Type of Entity of the Converting Eligible Entity. The name of the domestic corporation, which is the converting domestic eligible entity, immediately prior to the filing of these Articles of Conversion is Ira Walden & Sons, Inc., a corporation formed under the laws of the State of Florida on April 14, 2011 (the "Converting Eligible Entity"). The sole shareholder of the Converting Eligible Entity has approved these Articles of Conversion.

2. Name, Jurisdiction, and Type of Entity of the Converted Eligible Entity. The name of the converted foreign eligible entity is Ira Walden & Sons, LLC (the "Converted Eligible Entity"), a limited liability company under the laws of the State of Delaware.

3. Approval of Plan. The plan of conversion was approved in accordance with the applicable provisions of the Florida Business Corporation Act, as amended.

4. Conversion of Outstanding Shares. Upon the date hereof these Articles of Conversion are filed with the Florida Division of Corporations, all of the issued and outstanding shares of the Converting Eligible Entity owned or held by its shareholders, respectively, immediately prior to the such filing shall automatically be converted into and become 100% of the limited liability company membership interests in the Converted Eligible Entity.

5. Effective Date. These articles will be effective at 11:59 p.m. U.S. Eastern Daylight Time on September 11, 2023.

6. Articles of Organization. A copy of the Converted Eligible Entity's certificate of formation with the Secretary of State for the State of Delaware, which includes the name and address of the principal office and the name and address of the resident agent, is attached hereto as Exhibit A. The name of the Converted Eligible Entity's resident agent in Florida is Chad D. Quist and such agent's address is 6212 Georgia Avenue, West Palm Beach, FL 33405.

[Balance of page intentionally left blank; signature block appears on following page.]

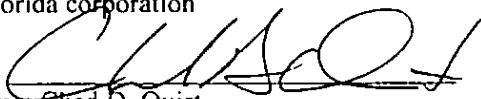
IN WITNESS WHEREOF, the undersigned, being duly authorized, has executed these Articles of Conversion as of the date first set forth above.

CONVERTING ELIGIBLE ENTITY:

IRA WALDEN & SONS, INC.

a Florida corporation

By:



A handwritten signature in black ink, appearing to read 'C. Quist', is written over a horizontal line.

Name: Chad D. Quist

Title: President

EXHIBIT A

Certificate of Formation

**CERTIFICATE OF FORMATION
FOR
IRA WALDEN & SONS, LLC**

The undersigned authorized person, acting as the sole organizer of and desiring to form a limited liability company under of the Delaware Limited Liability Act (the "Act"), adopts and certifies the following Certificate of Formation for Ira Walden & Sons, LLC, a Delaware limited liability company (the "Company");

**ARTICLE I
NAME**

The name of the Company is Ira Walden & Sons, LLC.

**ARTICLE II
DURATION**

The period of duration of the Company is perpetual, unless the Company dissolves in accordance with the provisions of its limited liability company agreement.

**ARTICLE III
PURPOSE**

The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Act.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of the Company's initial registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of the Company's initial registered agent at that address shall be The Corporation Trust Company.

**ARTICLE VI
LIMITATION OF LIABILITY**

Subject to the Company's limited liability company agreement, neither a member nor a manager of the Company shall be liable to the Company or its members for monetary damages for an act or omission in such person's capacity as a manager, member or managing member except that this Article VI does not eliminate or limit the liability of a member or manager to the extent such person is found liable for (i) a breach of such person's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of such person to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the member or manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such person's office; or (iv) an act or omission for which the liability of such person is expressly provided by an applicable statute. Any repeal or amendment of this Article VI by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a member or manager of the Company existing at the time of such repeal or amendment. Subject to the Company's limited liability company agreement, in addition to the circumstances in which a member or manager of the Company is not liable as set forth in the preceding sentences, neither a member nor manager shall be liable

to the fullest extent permitted by any provision of the statutes of Delaware hereafter enacted that further limits the liability of a member, a manager or of a director of a corporation.

**ARTICLE VIII
EFFECTIVENESS**

This Certificate of Formation shall be effective at 11:59 p.m. U.S. Eastern Daylight Time on September 11, 2023.

The undersigned affirms that the person designated as the registered agent has consented to the appointment. 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.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on September 11, 2023.


Chad D. Quist, Authorized Person