

P14000030390

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

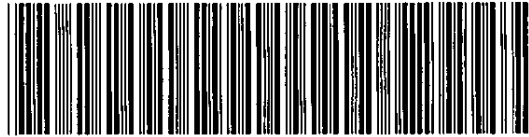
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2014 JUN 16 11:11:23
TO AGENCY FOR
SUFFICIENCY OF FILING

14 JUN 16 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS

JUN 17 2014

EXAMINER



June 16, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9178886 SO
Customer Reference 1: 051940-0008
Customer Reference 2: 051940-0008

Dear Department of State, Florida :

Please obtain the following:

Red Lobster of Canada, Inc. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Red Lobster Canada, Inc.

Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Anthony G. Morrow

Contact Person

Darden Restaurants

Firm/Company

1000 Darden Center Drive

Address

Orlando, FL 32837

City, State and Zip Code

AMorrow@darden.com

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

For further information concerning this matter, please call:

Anthony G. Morrow

at (407)

245-5328

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☐ \$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

APPROVED
AND
FILED

14 JUN 16 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Red Lobster Canada, Inc.

P14000030390

Enter Name of Florida Profit Corporation

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

Red Lobster of Canada, Inc.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a corporation
(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: June 16, 2014

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. This conversion shall be effective in Florida on: June 16, 2014
(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:

1000 Darden Center Drive, Orlando, FL 32837

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: c/o Maples Fiduciary Services (Delaware) Inc.

4001 Kennett Pike, Suite 302 Wilmington (New Castle County), DE 19807

Mailing Address:

c/o Maples Fiduciary Services (Delaware) Inc.

4001 Kennett Pike, Suite 302 Wilmington (New Castle County), DE 19807

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 16th day of June, 2014

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

Printed Name: Horace G. Dawson III Title: Secretary

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