

571556

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

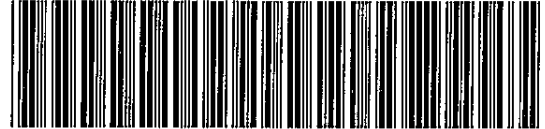
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2006 JAN -3 AM 8:43
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TALLAHASSEE, FLORIDA

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2006 JAN -3 PM 2:48
2006 JAN -3 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 786077 4383411

AUTHORIZATION : *Lyndaleman*

COST LIMIT : \$ 43.75

ORDER DATE : December 29, 2005

ORDER TIME : 1:48 PM

ORDER NO. : 786077-005

CUSTOMER NO: 4383411

2006 JAN -3 / AM 8:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: JOHN S. CLARK COMPANY,
INC.

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: _____

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

FILED
2006 JAN -3 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

John S. Clark Company, Inc.

(Enter Name of Florida Profit Corporation)

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

John S. Clark Company, 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, sole proprietorship, 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: January 3, 2006

8. This conversion shall be effective in Florida on: January 3, 2006.
(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:

210 Airport Road

Mount Airy, NC 27030

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.

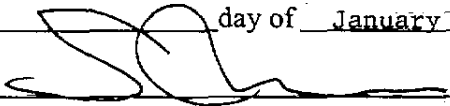
Street Address: 210 Airport Road

Mount Airy, NC 27030

Mailing Address: same

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 1st day of January 2006.

Signature: 

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

Printed Name: Seiji Aoyagi Title: President, Obayashi USA, LLC, it's managing member

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

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is FLORIDA.
- 2.) The jurisdiction immediately prior to filing this Certificate is FLORIDA.
- 3.) The date the corporation first formed is 08/07/1991.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
JOHN S. CLARK COMPANY, INC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is JOHN S. CLARK COMPANY, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
FIRST day of JANUARY, A.D. 2006.

By: 

Authorized Person

Name: Seiichi Aoyagi

Print or Type

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

- **First:** The name of the limited liability company is JOHN S. CLARK COMPANY, LLC
- **Second:** The address of its registered office in the State of Delaware is 2711 Centerville Road Suite 400 in the City of Wilmington, DE 19808. The name of its Registered agent at such address is Corporation Service Company
- **Third:** (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")
- **Fourth:** (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this
1st _____ day of _____ January, 20 _____ 06.

By: _____

Authorized Person(s)

Seiji Aoyagi, President of Obayashi USA, LLC,
Name: its Managing Member

Typed or Printed