

Filing Fee: \$50.00

ID # 000808491



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

CERTIFICATE OF CONVERSION TO A NON-RHODE ISLAND ENTITY

Pocor Inc.

(Insert full name of the entity following the conversion)

SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (**check one box only**):

☐ Limited Liability Company

or

☒ Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (**check one box only**):

☐ "Other entity" or

☒ Business Corporation or

☐ Sole Proprietorship or

☐ Partnership (General, Limited, or Limited Liability Partnership) or

☐ Limited Liability Company

- a. The name of the converting entity filing this Certificate of Conversion is:

Pocor Inc.

If the entity's name has been changed, the name under which it was originally organized:

- b. The date on which the converting entity was first created, formed, or otherwise came into being is:

July 5, 2013

- c. The jurisdiction to which the entity is converting is: Delaware

- d. The name of the entity following the conversion is: Pocor Inc.

- e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

- f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as its agent to accept such service of process.

- g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:

1209 Orange Street, Wilmington, Delaware 19801

- h. The future date or time certain of the conversion is:

FILED

DEC 23 2013

BY

CN 213533

3:21

SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 27 AUG 2013

Print Name of Other Entity

OR

Print Name of Partnership

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

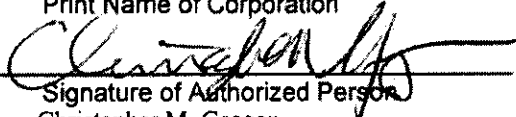
By: _____
Signature of Partner

Pactor Inc.

Print Name of Corporation

OR

Print Name of Sole Proprietorship

By: 
Signature of Authorized Person
Christopher M. Geagon

By: _____
Signature of Sole Proprietor

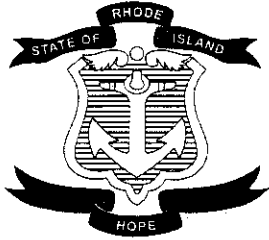
By: _____
Signature of Authorized Person

OR

Print Name of Limited Liability Company

By: _____
Signature of Authorized Person

By: _____
Signature of Authorized Person



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

CHERYL O'MALLEY
C T CORPORATION SYSTEM
155 FEDERAL STREET STE 700
BOSTON, MA 02110

LETTER OF GOOD STANDING

It appears from our records that **POCTOR INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **12/13/2013** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

CONVERSION TO NON-RHODE ISLAND ENTITY

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb, Chief Revenue Agent
Office Audit and Discovery

2013 DEC 23 PM 3:21
DIVISION OF TAXATION
STATE OF RHODE ISLAND

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DLN: 0210255001