

No Filing Fee (See Instructions)

ID Number: 001057197



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

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2019 JAN -2 AM 10:22

CERTIFICATE OF CONVERSION

LAUREL LANDSCAPING, 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**):

- ☐ "Other entity" or ☐ Business Corporation or ☐ Sole Proprietorship or  
☐ Partnership (General, Limited, or Limited Liability Partnership) or ☒ Limited Liability Company

submits the following Certificate of Conversion for the purpose of converting to a (**check one box only**):

- ☐ Limited Partnership or ☐ Limited Liability Company or ☒ Business Corporation or  
☐ Limited Liability Partnership

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

LAUREL LANDSCAPING, LLC

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

FEBRUARY 8, 2015

c. The jurisdiction where the converting entity was first created, formed, or otherwise came into being is:

RHODE ISLAND

d. If the jurisdiction of the converting entity has changed since it was first created, state the jurisdiction of the entity

immediately prior to the filing of the Certificate of Conversion:

e. The name of the limited partnership or limited liability company or business corporation or limited liability partnership following the conversion is:

LAUREL LANDSCAPING, INC.

f. The certificate of conversion is filed as an accompanying certificate to the ☐ certificate of limited partnership or ☐ articles of organization or ☒ articles of incorporation or ☐ application for registered limited liability partnership (**check one box only**) of the converting entity.

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- g. This conversion has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the entity and the conduct of its business or by applicable law, as appropriate, and the ☐ partnership agreement or ☒ limited liability company agreement or ☐ articles of incorporation (**check one box only**) shall be approved by the same authorization required to approve the conversion.
- h. The future date or time certain of the conversion to a ☐ limited partnership or ☐ limited liability company or ☒ business corporation or ☐ limited liability partnership (**check one box only**) is to become effective, if later than the date of filing of the certificate of conversion and the ☐ certificate of limited partnership or ☐ articles of organization of a limited liability company or ☒ articles of incorporation or ☐ application for registered limited liability partnership (**check one box only**) is:

## 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 and that the undersigned is authorized to sign this certificate on behalf of the entity set forth in Section 1A.

Date: DECEMBER 27, 2018

\_\_\_\_\_  
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

\_\_\_\_\_  
Print Name of Corporation

OR

\_\_\_\_\_  
Print Name of Sole Proprietorship

By: \_\_\_\_\_  
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Sole Proprietor

By: \_\_\_\_\_  
Signature of Authorized Person

OR

**LAUREL LANDSCAPING, LLC**

\_\_\_\_\_  
Print Name of Limited Liability Company

By:  \_\_\_\_\_  
Signature of Authorized Person

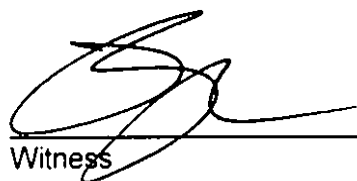
By: \_\_\_\_\_  
Signature of Authorized Person

**WRITTEN CONSENT OF MEMBERS**  
**Laurel Landscaping, LLC**

The undersigned, being of all of the members of **Laurel Landscaping, LLC** a Rhode Island limited liability company authorized to do business in the state of Rhode Island hereby takes the following action by written consent in accordance with the Rhode Island General Laws:

1. The notice required for a special or annual meeting is hereby waived, and the within consent shall take the place of holding such meeting.
2. The conversion of the business format to a RI Domestic Business Corporation is approved and the individual member, Tyler Shawn, is authorized to execute any and all documents necessary to effectuate said action.
3. The election to operate the business corporation as a Sub-Chapter S corporation for tax purposes is hereby approved.
4. The documents required to effectuate the foregoing, a copies of which are attached hereto, is approved to be filed with the Rhode Island Secretary of State.

EXECUTED and made effective as of this 27<sup>th</sup> day of December, 2018

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
TYLER SHAWN.