

Filing Fee: \$50.00

ID # 000488360



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  
CORPORATION'S DIV.  
2020 FEB 10 PM 12:55

CERTIFICATE OF CONVERSION TO A NON-RHODE ISLAND ENTITY

MagEde 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: MagEde 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: January 5, 2009

c. The jurisdiction to which the entity is converting is: Texas

d. The name of the entity following the conversion is: MagEde 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 it's 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:

h. The future date or time of the conversion is: ~~January 20, 2020~~ March 1<sup>st</sup>, 2020 (PG)

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**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: \_\_\_\_\_

\_\_\_\_\_  
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

**MagEde inc**

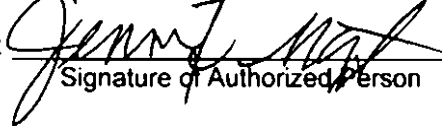
\_\_\_\_\_  
Print Name of Corporation

OR

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

By:   
Signature of Authorized Person

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

By:   
Signature of Authorized Person

OR

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

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

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

**ACTION BY THE UNANIMOUS CONSENT  
OF THE STOCKHOLDERS OF  
MAGEDE, inc**

San Antonio, Texas  
December 30, 2019

The undersigned, constituting all of the stockholders of MagEde, inc, a Rhode Island corporation (the "Corporation") entitled to vote at a meeting of the stockholders for the purposes of the Corporation, hereby waive the necessity for a meeting of the stockholders, pursuant to the authority to do so conferred by Rhode Island General Laws, Section 7-1.2-707 and do hereby consent as follows:

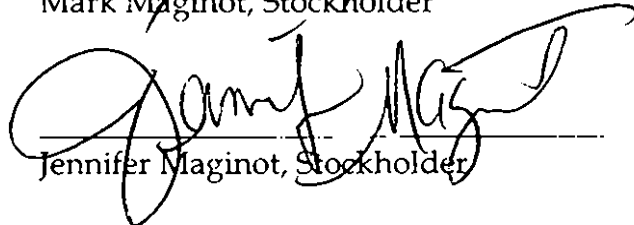
**RESOLVED:** That the Corporation convert to a Texas corporation pursuant to Rhode Island General Laws, Section 7-1.2-1008(a), and Texas Business Organization Code, Section 10.103.

**RESOLVED:** That the President and other officers be and hereby are authorized to take such actions, execute such documents and expend such funds as may be reasonably necessary to accomplish this conversion by May 1, 2018.

This writing shall be filed with the records of the minutes of the meetings of the stockholders of the Corporation and shall be treated for all purposes as a vote taken at a meeting.



Mark Maginot, Stockholder



Jennifer Maginot, Stockholder



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

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2020 FEB 10 PM 12:55

LAW OFFICES OF DANTE J. GIAMMARCO, ESQ., INC.  
ATTN: DANTE J. GIAMMARCO, ESQUIRE  
2374 POST RD STE 105  
WARWICK, RI 02886-2270

## LETTER OF GOOD STANDING

It appears from our records that **MagEde inc.** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **MagEde inc.** is in good standing with the Rhode Island Division of Taxation as of **01/20/2020**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.


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

### CONVERSION TO NON-RHODE ISLAND ENTITY

This letter of good standing is valid only for the specific reason listed above and is not valid for any other reason(s).

Very truly yours.

  
CHRISTINE GIRARD  
Supervising Revenue Officer

  
Necna Savage  
Tax Administrator

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DLN: 10007497864