



State of Rhode Island
Department of State - Business Services Division

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Application for Certificate of Conversion to a Non-Rhode Island Entity

DOMESTIC Business Corporation, Limited Partnership or Limited Liability Company

- Filing Fee: \$50.00 (business corporations, limited partnerships, and limited liability companies)
- Filing Fee: \$25.00 (non-profit corporations)

Pursuant to the applicable provisions of RIGL 7-1.2-1008(c), 7-6-48.3, 7-13-8.2 (d) and 7-16-5.2(e), the undersigned submits the following Certificate of Conversion for the purpose of converting to a Non-Rhode Island entity:

1. Entity ID Number: 001672916	2. The full name of the converting entity is: Newport Howard, LLC						
3. It is formed under the state of: <p style="text-align: center;">RHODE ISLAND</p>	4. The date of formation is: April 18, 2017						
5. The jurisdiction to which the entity is converting: Maine							
6. The structure of the converted entity will be: CHECK ONE BOX ONLY							
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%;"><input type="checkbox"/> Business Corporation</td> <td style="width: 50%;"><input checked="" type="checkbox"/> Limited Liability Company</td> </tr> <tr> <td><input type="checkbox"/> Non-Profit Corporation</td> <td><input type="checkbox"/> Sole Proprietorship</td> </tr> <tr> <td><input type="checkbox"/> Partnership (General, Limited or Limited Liability)</td> <td><input type="checkbox"/> Other Entity</td> </tr> </table>		<input type="checkbox"/> Business Corporation	<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Non-Profit Corporation	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Partnership (General, Limited or Limited Liability)	<input type="checkbox"/> Other Entity
<input type="checkbox"/> Business Corporation	<input checked="" type="checkbox"/> Limited Liability Company						
<input type="checkbox"/> Non-Profit Corporation	<input type="checkbox"/> Sole Proprietorship						
<input type="checkbox"/> Partnership (General, Limited or Limited Liability)	<input type="checkbox"/> Other Entity						
7. The name of the entity following the conversion is: ELM SOUTH, LLC							
8. This conversion has been approved in the manner provided for in RIGL <u>7-1.2-1008</u> , <u>7-6-48.3</u> , <u>7-13-8.2</u> , and <u>7-16-5.2</u> .							
9. 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.							
10. 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: 21 Haskell Street, Westbrook, ME 04092							

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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11. Date when this Certificate of Conversion will be effective: CHECK ONE BOX ONLY	
<input checked="checked" type="checkbox"/> Date received (Upon filing) <input type="checkbox"/> Later effective date _____	
12. Fees and taxes paid: The corporation or limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309 and RIGL § 7-16-8, the corporation or limited liability company has paid all fees and taxes. Note: Tax status can be verified by emailing tax.collections@tax.ri.gov. If the entity is a limited partnership, the original Letter of Good Standing issued by the RI Division of Taxation is attached hereto.	
<i>Under penalty of perjury, we declare and affirm that we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.</i>	
Type or Print Name of Converting Entity Newport Howard, LLC	
Type or Print Name of Person Signing Brendan Daly	Title of Person Signing Manager
Signature <i>Brendan Daly</i>	Date 1/10/22
Type or Print Name of Person Signing	Title of Person of Signing
Signature	Date

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.



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

NEWPORT HOWARD, LLC
ATTN: MICHAEL J RICHARDS
36 WASHINGTON SQ
NEWPORT, RI 02840

I.D.# 1672916

LETTER OF GOOD STANDING

It appears from our records that **NEWPORT HOWARD, LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **NEWPORT HOWARD, LLC** is in good standing with the Rhode Island Division of Taxation as of **01/17/2023**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

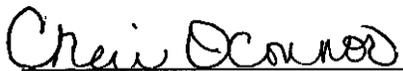
This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or 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,



CHERI OCONNOR
Supervising Revenue Officer



Neena Savage
Tax Administrator

821460222:19730741
DLN: 10014616248



State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this
office on this day:

January 26, 2023 02:02 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

