

AFTER RECORDING MAIL TO:

**VILLAGE PROPERTIES
940 Emmett Avenue, Suite 200
Belmont, CA 94002**



201411140029

Skagit County Auditor

\$77.00

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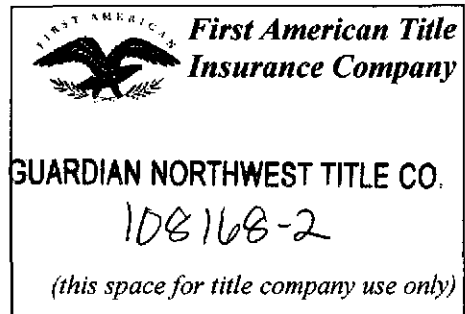
Document Title(s): (or transactions contained herein)

1. CERTIFICATE OF CONVERSION

Reference Number(s) of Documents assigned or released:

Grantor(s): (Last name first, then first name and initials)

- 1. Mt. Vernon Office Pet Partners, Limited
Partnership, a Washington limited partnership
(converting entity)**



Grantee(s): (Last name first, then first name and initials)

- 2. Mt. Vernon College Way, LLC
a Washington limited liability company
(converted entity)**

Abbreviated Legal Description as follows: (i.e. lot/block/plat or section/township/range/quarter/quarter)

Ptn. Of Lots 2, 2A, 2B and 3A, City of Mt. Vernon BSP MV-1-94

Assessor's Property Tax Parcel/Account Number(s):

P107485, 8005-000-002-0001

P111995, 8005-000-002-0300

P107487, 8005-000-002-0201

**I AM REQUESTING AN EMERGENCY NONSTANDARD RECORDING FOR AN
ADDITIONAL FEE AS PROVIDED IN RCW 36.18.010. I UNDERSTAND THAT
THE RECORDING PROCESSING REQUIREMENTS MAY COVER UP OR
OTHERWISE OBSCURE SOME PART OF THE TEXT OR THE ORIGINAL DOCUMENT.**

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF CONVERSION

to

MT. VERNON COLLEGE WAY, LLC

a/an WA Limited Liability Company. Conversion documents are effective on the date indicated below.

Date: 10/14/2014

UBI Number: 601-869-844



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman

Kim Wyman, Secretary of State

Date Issued: 10/17/2014



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ARTICLES OF CONVERSION

Pursuant to the Revised Code of Washington Statutes 25.10.756, 25.10.761 through 25.10.771, 25.15.417, and 25.15.419 through 25.15.422, the undersigned Converting Entity certifies the following articles of conversion adopted for the purpose of effecting a conversion in accordance with the Revised Code of Washington.

1. **Mt. Vernon Office Pet Partners, Limited Partnership**, a Washington limited partnership (the "Converting Entity"), has been converted to **Mt. Vernon College Way, LLC**, a Washington limited liability company (the "Converted Entity").
2. Under the governing statute of the Converted Entity, the conversion will be effective upon the filing and the acceptance of the Articles by the Washington Secretary of State.
3. A plan of conversion ("Plan of Conversion") was approved and adopted as required by the Revised Code of Washington Statutes 25.10.756, 25.10.761 through 25.10.771, 25.15.417, and 25.15.419 through 25.15.422.
4. The conversion was approved as required by Revised Code of Washington Statute 25.10.766 and by the governing statute of the Converted Entity.
5. The Certificate of Formation of the Converted Entity formed pursuant to the Plan of Conversion is being filed with the Washington Secretary of State concurrently herewith.

Signed this 13th day of October, 2014.

CONVERTING ENTITY:

Mt. Vernon Office Pet Partners, Limited Partnership,
a Washington limited partnership

By: Delaware Retail Control, LLC,
a Delaware limited liability company,
its general partner

By: VPI 2004, Inc.,
a California corporation
its manager

By: 
Debra L. Perry, Vice President



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SOS
Office of the Secretary of State
Corporations & Charities Division

Limited Liability Company
See attached detailed instructions

- ☐ Filing Fee \$180.00
- ☒ Filing Fee with Expedited Service \$230.00

This Box For Office Use Only

UBI Number:

CERTIFICATE OF FORMATION

Chapter 25.15 RCW

ARTICLE 1

NAME OF LIMITED LIABILITY COMPANY:

MT. VERNON COLLEGE WAY, LLC

(Must contain one of the following designations: Limited Liability Company, Limited Liability Co or one of these abbreviations: L.L.C. or LLC. If the designation is omitted, it will default to LLC when processed)

ARTICLE 2

ADDRESS OF THE PRINCIPAL PLACE OF BUSINESS:

Street Address 93 S JACKSON ST #83202 City SEATTLE State WA Zip 98104
PO Box _____ City _____ State _____ Zip _____

ARTICLE 3

EFFECTIVE DATE OF FORMATION: *(Please check one of the following)*

- ☒ Upon filing by the Secretary of State
- ☐ Specific Date: _____ *(Specified effective date must be within 90 days AFTER the Certificate of Formation has been filed by the Office of the Secretary of State)*

ARTICLE 4

TENURE: *(Please check one of the following and indicate the date if applicable)*

- ☒ Perpetual existence
- ☐ Specific term of existence _____ *(Number of years or date of termination)*



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ARTICLE 5

THE LIMITED LIABILITY COMPANY IS MANAGED BY:

☐ Members or ☒ Managers

(see instructions)

ARTICLE 6

NAME AND ADDRESS OF THE WASHINGTON STATE REGISTERED AGENT:

Name: CT CORPORATION SYSTEM

Physical Location Address (required):

505 UNION AVE SE STE 120

City OLYMPIA

State WA

Zip Code 98501

Mailing or Postal Address (optional):

City

State

Zip Code

CONSENT TO SERVE AS REGISTERED AGENT:

I consent to serve as Registered Agent in the State of Washington for the above named Limited Liability Company. I understand it will be my responsibility to accept Service of Process on behalf of the Limited Liability Company; to forward mail to the Limited Liability Company; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

X

Signature of Registered Agent

Cardell Rankin

Assistant Secretary

10/18/14
Date

ARTICLE 7

NAME, ADDRESS AND SIGNATURE OF EACH EXECUTOR:

(if necessary, attach additional names, addresses and signatures)

Name: DEBRA L. PERRY, VICE PRESIDENT, VPI 2004, INC., MANAGER OF DELAWARE RETAIL CONTROL, LLC. Manager

Address: 940 EMMETT AVE SUITE 200

City BELMONT

State CA

Zip Code 94002

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X

Signature of Executor

DEBRA L. PERRY

10/13/14

415-227-2206

Printed Name

Date

Phone

Name:

Address:

City

State

Zip Code

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X

Signature of Executor

Printed Name

Date

Phone



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PLAN OF CONVERSION

This plan of conversion (the "Plan") converts **Mt. Vernon Office Pet Partners, Limited Partnership**, a Washington limited partnership ("Mt. Vernon LP") to **Mt. Vernon College Way, LLC**, a Washington limited liability company ("Mt. Vernon LLC").

Mt. Vernon LP is continuing its existence in the organizational form of **Mt. Vernon LLC**.

Mt. Vernon LLC is to be formed in the State of Washington concurrently herewith. The Certificate of Formation for **Mt. Vernon LLC** is attached hereto as Exhibit A.

The partnership interests in **Mt. Vernon LP** immediately prior to the effective date of the conversion, and all rights in respect thereof, shall forthwith on such effective date automatically, and without further action on the part of **Mt. Vernon LP**, be converted into the membership interests of **Mt. Vernon LLC**.

The partners of **Mt. Vernon LP** will contribute their partnership interests in **Mt. Vernon LP** to **Mt. Vernon LLC** and will receive membership interests in **Mt. Vernon LLC** for such consideration.

The partners of **Mt. Vernon LP** have consented to the Plan.

The conversion referred to herein shall become effective only upon the issuance of Articles of Conversion by the Secretary of State of Washington.

Signed this 13th day of October, 2014.

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a Washington limited partnership

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a Delaware limited liability company,
its general partner

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