



**Secretary of State**  
**Articles of Incorporation with Statement of**  
**Conversion –**  
**California Limited Partnership to a**  
**California Stock Corporation**

CONV LP-GS

**FILED** *JRM*  
 Secretary of State  
 State of California  
 SEP 12 2018 *CB*

**IMPORTANT — Read Instructions before completing this form.**

**Filing Fee – \$150.00**

**Copy Fees –** First page \$1.00; each attachment page \$0.50;  
 Certification Fee - \$5.00

**Note:** Corporations may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

*lu* **This Space For Office Use Only**

- 1. Name of Converted California Corporation** (Go to [www.sos.ca.gov/business/be/name-availability](http://www.sos.ca.gov/business/be/name-availability) for general corporate name requirements and restrictions.)

The name of the **converted** corporation is Valley Greens Retail Outlet, Inc.

- 2. Business Addresses of the Converted Corporation's Chief Executive Office.** (Enter the **complete** business addresses.)

a. Initial Street Address of Converted Corporation's Chief Executive Office. Do not list a P.O. Box.	City (no abbreviations)	State	Zip Code
2835 Camino Del Rio S Suite 110	San Diego	CA	92108
b. Initial Mailing Address of Converted Corporation's Chief Executive Office, If different than Item 2a.	City (no abbreviations)	State	Zip Code

- 3. Service of Process** (Must provide either Individual **OR** Corporation.)

**INDIVIDUAL** – Complete Items 3a, 3b and 3c only. Must include agent's full name, California street address and mailing address.

a. California Agent's First Name (if agent is <b>not</b> a corporation).	Middle Name	Last Name	Suffix
Breton	August	Peace	
b. Street Address (if agent is <b>not</b> a corporation) - <b>Do not enter a P.O. Box.</b>	City (no abbreviations)	State	Zip Code
2700 Adams Avenue Suite 204	San Diego	CA	92116
c. Mailing Address (if agent is <b>not</b> a corporation).	City (no abbreviations)	State	Zip Code
2700 Adams Avenue Suite 204	San Diego	CA	92116

**CORPORATION** – Complete Item 3d. Only include the name of the registered agent Corporation.

- d. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Items 3a, 3b and 3c.

- 4. Shares** (Enter the **number of shares** the corporation is authorized to issue. **Do not** leave blank or enter zero (0).)

This corporation is authorized to issue only one class of shares of stock.

The total number of shares which this corporation is authorized to issue is 10,000

**- CONTINUE ON NEXT PAGE -**

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**Articles of Incorporation with Statement of Conversion**  
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**5. Purpose Statement** (Do not alter the Purpose Statement.)

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**6. Statement of Conversion for the California Limited Partnership**

**6a.** The name of the **converting** California limited partnership is

Valley Greens Retail Outlet, LP

**6b.** The limited partnership's California Secretary of State file number is 201805900002

**6c.** The principal terms of the plan of conversion were approved by a vote of the partners, which equaled or exceeded the vote required under California Corporations Code section 15911.03. All general partners have approved the plan of conversion. There is one class of limited partners entitled to vote and the percentage vote required is a majority in interest of the limited partners. The limited partnership is converting into a California stock corporation.

**7. Read and Sign Below. Do not use computer generated signature. (See instructions for signature requirements.)**

Additional article provisions set forth on attached pages, if any, are incorporated herein by reference and made part of this form CONV LP-GS. (All attachments should be 8 1/2 x 11, one-sided, legible and clearly marked as an attachment to this form CONV LP-GS.)

I declare that I am the person who signed this instrument, which is my act and deed.

  
Signature of General Partner

March and Ash, Inc. (By: Breton Peace, Secretary)

Type or Print Name

General Partner of

Valley Greens Retail Outlet, LP

Enter Name of California LP

and Incorporator.

\_\_\_\_\_  
Signature of General Partner

\_\_\_\_\_  
Type or Print Name

General Partner of

\_\_\_\_\_  
Enter Name of California LP

and Incorporator.