



01292777

DO NOT PUBLISH  
THIS SECTION

"EXP"

JUL 27 2005

1. The company name must contain an ending which may be "limited liability company," "limited company," or the abbreviations "L.L.C.", "L.C.", "LLC" or "LC". If you are the holder or assignee of a trademark or trade name, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be signed by a manager, member or authorized agent.

2. Provide the name of the state or jurisdiction under whose laws your company was formed.

3. Provide the date on which your company organized in the state or jurisdiction under whose laws it was formed.

4. Provide the general character of business you plan to transact in Arizona.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a street address/location.

The agent must consent to the appointment by executing the consent.

FILE NO. R-1217611-7 APPLICATION FOR REGISTRATION  
OF A FOREIGN LIMITED LIABILITY COMPANY

1. The name of the foreign limited liability company is:  
VY & ELLE, L.L.C.
- 1.a. If the exact name of the foreign limited liability company is not available for use in this state, then the fictitious name adopted for use by the limited liability company in Arizona is:  
(FN)
2. The company is organized under the laws of: Wisconsin  
(State)
3. The date of the company's formation is: August 16, 2002
4. The purpose of the company or the general character of business it proposes to transact in Arizona is: the creation, design, manufacture and sale of eco-conscious consumer products.
5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is: Munger Chadwick, P.L.C.  
333 N. Wilmot Rd., Ste. 300  
Tucson, AZ 85711

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

I, Michael S. Green, having been designated to act as statutory  
(Print Name)  
agent, hereby consent to act in that capacity until removed or resignation is submitted in  
accordance with the Arizona Revised Statutes.

AZ CORPORATION COMMISSION  
FILED

AUG 16 2005

FILE NO. R-1217611-7  
01064379-8-17-05  
WAF

Michael S. Green  
[Signature]

Munger Chadwick, P.L.C.

[If signing on behalf of a company serving as  
statutory agent, print company name here]

AZ CORPORATION COMMISSION  
FILED

1050031  
**PAID**  
185-  
13449

Bm  
7/28/05

AUG - 5 2005

REJ

8-11-05

FILE NO. R-1217611-7  
NO MONEY 01064379

REJ  
9-2-05

R-1217611-7

6. Check which management structure will be applicable to your company. Provide name, title and address for each person.

6. Management

☒ Management of the limited liability company is vested in a manager or managers. The names and addresses of each person who is a manager AND each member who owns a twenty percent or greater interest in the capital or profits of the limited liability company are:

Name: Nicola Freegard

Robert Janson

Address: ☒ member ☒ manager  
299 S. Park Avenue

☒ member ☐ manager  
867 Valley Rd.

City, State, Zip: Tucson, AZ 85719

Menasha, WI 54952

Attach a certificate of existence or document of similar import duly authenticated (within sixty (60) days) by the official having custody of corporate records in the state, province or county under whose laws the corporation is incorporated (AZ Const. Art. XIV, §8).

Julian Minehan

☒ member ☐ manager

☐ member ☐ manager

P.O. Box 3798

Christchurch, New Zealand

☐ Management of the limited liability company is reserved to the members.

The names and addresses of each person who is a member are:

☐ member

☐ member

Your fax and phone number is optional.

☐ member

☐ member

7. If the jurisdiction under the law of which your company is formed, you must provide the address of the principle office of the company, in whatever state or jurisdiction it is located.

PHONE

FAX

7. The address of the office required to be maintained in the jurisdiction under the laws of which the company is organized, if required; or, if not required, the address of the principal office of the company is:

299 S. Park Avenue

Tucson, Arizona 85719

The application must be signed by a member, manager or duly authorized agent.

Executed this 16th day of August, 2005.

See A.R.S. §29-601 et seq. for more info.

Michael S. Green  
[Signature]

Michael S. Green

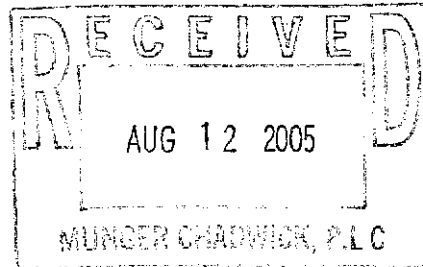
[Print Name] (Check One) ☐ Member ☐ Manager ☒ Authorized Agent

**COMMISSIONERS**  
JEFF HATCH-MILLER - Chairman  
WILLIAM A. MUNDELL  
MARC SPITZER  
MIKE GLEASON  
KRISTIN K. MAYES



**ARIZONA CORPORATION COMMISSION**

**R-1217611-7**  
BRIAN C. MCNEIL  
Executive Secretary  
  
DAVID RABER  
Director, Corporations Division



**VY & ELLE, L.L.C.**  
**MUNGER CHADWICK, P.L.C.**  
**ATTN: RUTH J. POLIZZI**  
**333 N WILMOT, STE 300**  
**TUCSON AZ 85711-**

**Effective Date: 08/11/2005**  
**File No: R-1217611-7**

We are returning the enclosed document regarding the above-referenced Corporation/Limited Liability Company for the following reasons:  
Note: Domestic Limited Liability Companies must return the corrected document within twenty (20) days of the rejection date to retain the original file date.

The filing fee has been deposited.

>> Article 3 provide date of formation is 8/22/02. Certificate of existance from Wisconsin State is 8/16/02.

If you have any questions, please feel free to give us a call at (602) 542-3135, or Arizona residents (only) may use the toll free number (800) 345-5819. You may also contact our Tucson location at (520) 628-6560.

\*\*\*\*\* IMPORTANT \*\*\*\*\*

To successfully process your document, it is imperative you return:

- 1) A copy of this letter,
- 2) Any changes which accompanied this letter (corrections made),
- 3) Any filings fees.

JOHN F. MUNGER  
MARK E. CHADWICK \*  
MICHAEL S. GREEN  
EVELYN PATRICK RICK \*\*  
LAURA P. CHIASSON  
\* Also Admitted in Colorado  
\*\* Also Admitted in Washington State

MICHAEL M. RACY (NON-LAWYER)  
GOVERNMENT RELATIONS DIRECTOR  
DIRECT LINE: (520) 906-4646

LINDA WELTER COHEN, APR (NON-LAWYER)  
MEREDITH LEYVA (NON-LAWYER)  
PUBLIC RELATIONS CONSULTANTS

**MUNGER CHADWICK, P.L.C.**  
ATTORNEYS AT LAW  
A PROFESSIONAL LIMITED LIABILITY COMPANY  
NATIONAL BANK PLAZA  
353 NORTH WILMOT, SUITE 300  
TUCSON, ARIZONA 85711  
(520) 721-1900  
FAX (520) 747-1550  
MungerChadwick.com

OF COUNSEL  
LAWRENCE Y. ROBERTSON, JR.  
ADMITTED TO PRACTICE IN:  
ARIZONA, COLORADO, MONTANA,  
NEVADA, TEXAS, WYOMING,  
DISTRICT OF COLUMBIA

OF COUNSEL  
LIZARRAGA, ROBLES, TAPIA Y CABRERA S.C.  
HERMOSILLO, SONORA, MEXICO  
(LICENSED SOLELY IN MEXICO)

TURAC APPOINTMENT OFFICE  
2247 East Frontage Road, #1  
P.O. Box 1448  
Tubac, Arizona 85646  
(520) 398-0411

July 26, 2005

Arizona Corporation Commission  
400 West Congress St.  
Tucson, AZ 85701

Re: Application for Registration of a Foreign Limited Liability Company

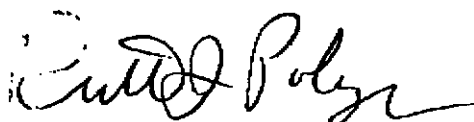
Dear Sir/Madam:

Attached are an original and one copy of an Application for Registration of a Foreign Limited Liability Company for *Vy & Elle, L.L.C.* along with a check for \$185.00 for the filing fee and expedited services. Also, attached to the Application is a copy of the Articles of Incorporation and Certificate of Conversion to a limited liability company. Please let me know if there is anything else needed for this application.

Thank you for your help.

Sincerely,

MUNGER CHADWICK, P.L.C.



Ruth J. Polizzi  
Certified Legal Assistant

Attachments

R.12176117

United States of America  
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

**VY & ELLE, LLC**

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is August 16, 2002.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on August 4, 2005.



A handwritten signature in black ink, appearing to be "Ray Allen".

RAY ALLEN, Deputy Administrator  
Division Of Corporate & Consumer Services  
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/Corp/33

**To validate the authenticity of this certificate**

Visit this web address: <http://www.wdfl.org/apps/ccs/verify/>

Enter this code: 16184-CFEB2DE9

R-1217611-7

# Wisconsin Department of Financial Institutions

Strengthening Wisconsin's Financial Future

## Verify Certificate of Status

Please enter authenticity code

16184-CFEB2DE9

### Help

The authenticity code can be found at the bottom of the certificate.

### Certificate Information

**Organization** VY & ELLE, LLC**Name:****Purchase** 8/4/2005 2:25:37 PM**Date:**

**Certificate** is a domestic corporation or a domestic  
**Text:** limited liability company organized under the laws of this state and that its date of incorporation or organization is August 16, 2002.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.

R-1217611-7

Sec. 180.0202  
Wis. Stats.

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



ARTICLES OF INCORPORATION - STOCK FOR-PROFIT CORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin for-profit corporation under Ch. 180 of the Wisconsin Statutes:

Article 1. Name of the corporation: Vy & Elle, Inc.

Article 2. The corporation is organized under Ch. 180 of the Wisconsin Statutes.

Article 3. The corporation shall be authorized to issue 9,000 shares.

Article 4. Name of the initial registered agent: Robin Janson

Article 5. Street address of the initial registered office: *(The complete address, including street and number, if assigned, and ZIP code. P O Box address may be included as part of the address, but is insufficient alone.)*

867 Valley Road  
Menasha, WI 54952

Article 6. Other provisions (OPTIONAL):

RECORDED  
DEPT OF  
FINANCIAL INSTITUTIONS  
STATE OF WISCONSIN

2002 AUG 16 AM 8:00

FILING FEE - \$100.00

DFI/CORP/2(R09/01) Use of this form is voluntary.

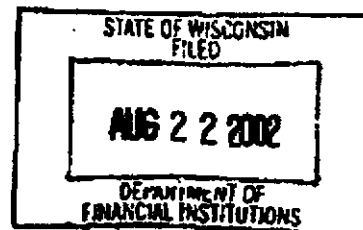
1 of 3

WI - DFI CORP  
FILE ID# →

V018748

**Article 7. Name and complete address of each incorporator:**

J. Thomas McDermott  
107 Church Avenue  
Oshkosh, WI 54901



  
Incorporator's signature

\_\_\_\_\_  
Incorporator's signature

This document was drafted by Attorney J. Thomas McDermott  
(Name the individual who drafted the document)

► **OPTIONAL** – Second choice corporate name if first choice is not available:

**INSTRUCTIONS** (Ref. sec. 180.0202 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE** of \$100.00, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3<sup>rd</sup> Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TTY.

**Article 1.** The name must contain "corporation", "incorporated", "company", or "limited" or the abbreviation "corp.", "inc.", "co." or "ltd." or comparable words or abbreviations in another language. If you wish to provide a second choice name that you would accept if your first choice is not available, enter it in the "Optional" area on page 2.

**Article 2.** This statement is required by sec. 180.0202(1)(a).

**Article 3.** Some quantity of shares must be authorized



**ARTICLES OF INCORPORATION**  
**Stock, For-Profit Corporation**

r

Steinhilber, Swanson, Mares, Marone & McDermott  
 107 Church Avenue  
 Oshkosh, WI 54901

L

▲ Your return address and phone number during the day: ( 920 ) 426 - 0456

**INSTRUCTIONS** (Continued)

Articles 4 & 5. The corporation must have a registered agent located at a registered office in Wisconsin. The address of the registered office is to describe the physical location where the registered agent maintains their business office. Provide the street number and name, city and ZIP code in Wisconsin. P O Box addresses may be included as part of the address, but are insufficient alone. The corporation may not name itself as its own registered agent.

Article 6. This space is provide for insertion of any desired material, such as grant or limit of preemptive rights, or other information not inconsistent with law.

Article 7. Print the name and complete address of each incorporator. At least one incorporator is required to sign the document, although all incorporators may sign.

If the document is executed in Wisconsin, sec. 182.01(3), Wis. Stats., provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner. If the document is not executed in Wisconsin, enter that remark.

No certificate of incorporation will be issued. The "FILED" endorsement applied to this document by the Department of Financial Institutions is evidence that the articles of incorporation have been accepted. One or more "Received" endorsements may appear on the document, but do not indicate its acceptance for filing.

This document may declare a delayed effective date. To do so, enter a remark under Article 6: "This document has a delayed effective date of (enter the future date)." The delayed effective date may not be before, or more than 90 days after, the document is received by the Department of Financial Institutions for filing.

**FILING FEE - \$100.00**

Sec. 179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5) and  
183.1207(3) & (5),  
Wis. Stats.

State of Wisconsin  
**DEPARTMENT OF FINANCIAL INSTITUTIONS**  
Division of Corporate & Consumer Services



**CERTIFICATE OF CONVERSION**

**1. Before conversion:**

<b>Company Name:</b>  Vy & Elle, Inc.
---

Indicate (X) Entity Type	<table style="width: 100%;"> <tr> <td style="width: 20px; text-align: center;"><input type="checkbox"/></td> <td>Limited Partnership (Ch. 179, Wis. Stats.)</td> </tr> <tr> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td>Business Corporation (Ch. 180, Wis. Stats.)</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td>Nonstock Corporation (Ch. 181, Wis. Stats.)</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td>Limited Liability Company (Ch. 183, Wis. Stats.)</td> </tr> </table>	<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)	<input checked="" type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)	<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)	<input type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of  <u>Wisconsin</u> (state or country *)
<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)									
<input checked="" type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)									
<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)									
<input type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)									

\* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

**2. After conversion:**

<b>Company Name:</b>  Vy & Elle, LLC
--

Indicate (X) Entity Type	<table style="width: 100%;"> <tr> <td style="width: 20px; text-align: center;"><input type="checkbox"/></td> <td>Limited Partnership (Ch. 179, Wis. Stats.)</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td>Business Corporation (Ch. 180, Wis. Stats.)</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td>Nonstock Corporation (Ch. 181, Wis. Stats.)</td> </tr> <tr> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td>Limited Liability Company (Ch. 183, Wis. Stats.)</td> </tr> </table>	<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)	<input type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)	<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)	<input checked="" type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of  <u>Wisconsin</u> (state or country)
<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)									
<input type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)									
<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)									
<input checked="" type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)									

**FILING FEE - \$150.00**

DFI/CORP/1000(R02/10/03) Use of this form is mandatory.

12126117  
R-12126117

3. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process):  Robin Janson	Registered Office:  867 Valley Road, Menasha, WI 54952
Additional Entry for a Limited Partnership only →	Record Office:

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process):  Robin Janson	Registered Office in WI (Street & Number, City, State (WI) and ZIP code):  867 Valley Road, Menasha, WI 54952
Additional Entry for a Limited Partnership only →	Record Office:

7. Executed on 4/15/04 (date) by the business entity PRIOR TO ITS CONVERSION.

(Signature)

Mark (X) below the title of the person executing the document.

Robin Janson

(Printed Name)

For a limited partnership

Title: ☐ General Partner

For a limited liability company

Title: ☐ Member OR ☐ Manager

For a corporation

Title: ☒ President OR ☐ Secretary  
or other officer title

**INSTRUCTIONS** (Ref. Ss. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3<sup>rd</sup> Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c). **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Enter the company name, type of business entity, and state of organization of business entity after conversion.

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

1217611-7  
R-1217611-7

## CERTIFICATE OF CONVERSION

Steinhilber, Swanson, Mares, Marone & McDermott  
Attorney J. Thomas McDermott  
P.O. Box 617  
Oshkosh, WI 54903-0617

Your return address and phone number during the day: ( 920 ) 426 - 0656

### INSTRUCTIONS (Cont'd)

4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
5. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.
6. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

The converting entity is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.76(4)(c), 180.1161(4)(c), 181.1161(4)(c) or 183.1207(4)(c), whichever is applicable.

Sec. 179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5) and  
183.1207(3) & (5),  
Wis. Stats.

(TEMPLATE)

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



-1217611.  
R 1217611.7

EXHIBIT A

PLAN OF CONVERSION

1. Before conversion:

Company Name:

Vy & Elle, Inc.

Indicate (X)  
Entity Type

- ☐ Limited Partnership (Ch. 179, Wis. Stats.)  
☒ Business Corporation (Ch. 180, Wis. Stats.)  
☐ Nonstock Corporation (Ch. 181, Wis. Stats.)  
☐ Limited Liability Company (Ch. 183, Wis. Stats.)

Organized under the  
laws of

Wisconsin  
(state or country)

2. After conversion:

Company Name:

Vy & Elle, LLC

Indicate (X)  
Entity Type

- ☐ Limited Partnership (Ch. 179, Wis. Stats.)  
☐ Business Corporation (Ch. 180, Wis. Stats.)  
☐ Nonstock Corporation (Ch. 181, Wis. Stats.)  
☒ Limited Liability Company (Ch. 183, Wis. Stats.)

Organized under the  
laws of

Wisconsin  
(state or country)

3. The terms and conditions of the conversion.

Vy & Elle, Inc., a Wisconsin corporation shall be converted to a Wisconsin limited liability company, Vy & Elle, LLC. All shareholders of the corporation shall become members of the limited liability company and all property and liabilities of the corporation shall become property and liabilities of the limited liability company.

~1217611  
R-12176117

4. The manner and basis of converting the shares or other ownership interests of the business entity that is to be converted into shares or other ownership interests of the new form of business entity.

Ten shares of stock in Vy & Elle, Inc. shall equal a 1% membership interest in Vy & Elle, LLC. All shares of stock in Vy & Elle, Inc. shall be cancelled upon the effective date of the conversion and shall be replaced by membership interests in Vy & Elle, LLC.

5. Other provisions relating to the conversion, as determined by the business entity.

6. (OPTIONAL) Effective Date and Time of Conversion

The effective date and time of conversion shall be \_\_\_\_\_ (date) at \_\_\_\_\_ (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the business entity prior to conversion.)

7. The articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion is attached as Exhibit B.

(NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional)

(Attach the appropriate governing document after conversion as Exhibit B)

1011-  
R-121761-17

**( T E M P L A T E S )**  
**Certificate of Limited Partnership, Articles of Incorporation, and Articles of Organization**

**For a Wisconsin Limited Partnership (Ch. 179)**  
**EXHIBIT B**

Article 1. Name of the Limited Partnership: \_\_\_\_\_  
(Must contain without abbreviation the words "limited partnership")

Article 2. Street address of the record office in Wisconsin:	Article 3. Latest date upon which the limited partnership will dissolve:
--	--

Article 4. Agent for Service of Process:	Article 5. Street address (in Wisconsin) of the agent for service of process:
--	---

Article 6. Name of each General Partner:	Business Address of General Partner (s):
--	--

**For a Wisconsin Business Corporation (Ch. 180)**  
**EXHIBIT B**

Article 1. Name of the corporation: \_\_\_\_\_  
(Must contain "Inc." or other appropriate words or abbreviations. See sec. 180.0401, Wis Stats)

Article 2. The corporation is organized under Ch. 180 of the Wisconsin Statutes.

Article 3. The corporation shall be authorized to issue _____ shares.
---

Article 4. Name of the registered agent:	Article 5. Street address (in Wisconsin) of the registered office:
--	--



2-10-166  
R-12176117

(TEMPLATES, Cont'd.)  
Certificate of Limited Partnership, Articles of Incorporation, and Articles of Organization

For a Wisconsin Nonstock Corporation (Ch. 181)  
**EXHIBIT B**

Article 1. Name of the corporation: \_\_\_\_\_  
(Must contain "Inc." or other appropriate words or abbreviations. See sec. 181.0401, Wis Stats)

Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.

Article 3. The corporation	<input type="checkbox"/> will have members	<input type="checkbox"/> will not have members
----------------------------	--	--

Article 4. Name of the registered agent:	Article 5. Street address (in Wisconsin) of the registered office:
--	--

Article 6. Mailing address of the principal office:	(Optional) Article 7. The purpose or purposes for which the corporation is organized:
---	---

For a Wisconsin Limited Liability Company (Ch. 183)  
**EXHIBIT B**

Article 1. Name of the limited liability company: Vy & Ellis, LLC  
(Must end with "LLC" or contain other appropriate words or abbreviations. See sec. 183.0103, Wis Stats)

Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. The management of the limited liability company shall be vested in:	<input type="checkbox"/> a manager or managers	<input checked="" type="checkbox"/> its members
--	--	---

Article 4. Name of the registered agent:  Robin Janson	Article 5. Street address (in Wisconsin) of the registered office:  867 Valley Road, Menasha, WI 54952
--	--

(NOTICE: Articles of Organization may contain only the above information.)

R-1217611-7

JOHN F. MUNGER  
MARK E. CHADWICK \*  
MICHAEL S. GREEN  
EVELYN PATRICK RICK \*\*  
LAURA P. CHIASSON  
\* Also Admitted in Colorado  
\*\* Also Admitted in Washington State

MICHAEL M. RACY (NON-LAWYER)  
GOVERNMENT RELATIONS DIRECTOR  
DIRECT LINE: (520) 906-4646

LINDA WELTER COHEN, APR (NON-LAWYER)  
MEREDITH LEYVA (NON-LAWYER)  
PUBLIC RELATIONS CONSULTANTS

**MUNGER CHADWICK, P.L.C.**  
ATTORNEYS AT LAW  
A PROFESSIONAL LIMITED LIABILITY COMPANY  
NATIONAL BANK PLAZA  
333 NORTH WILMOT, SUITE 300  
TUCSON, ARIZONA 85711  
(520) 721-1900  
FAX (520) 747-1550  
MungerChadwick.com

OF COUNSEL  
LAWRENCE V. ROBERTSON, JR.  
ADMITTED TO PRACTICE IN:  
ARIZONA, COLORADO, MONTANA,  
NEVADA, TEXAS, WYOMING,  
DISTRICT OF COLUMBIA

OF COUNSEL  
LIZÁRRAGA, ROBLES, TAPIA Y CABRERA S.C.  
HERMOSILLO, SONORA, MEXICO  
(LICENSED SOLELY IN MEXICO)

TUBAC APPOINTMENT OFFICE  
2247 East Frontage Road, #1  
P.O. Box 1448  
Tubac, Arizona 85646  
(520) 398-0411

August 4, 2005

Arizona Corporation Commission  
400 West Congress St.  
Tucson, AZ 85701

Re: Application for Registration of a Foreign Limited Liability Company --  
Vy & Elle, L.L.C. -- File No. R-1217611-7


Dear Sir/Madam:

Per your request in your letter of August 2, 2005 (copy attached), I am enclosing a copy of the Certificate of Status for Vy & Elle, L.L.C., which is Wisconsin's version of the Certificate of Good Standing, dated August 4, 2005. Also enclosed is a document that verifies the authenticity of the Certificate. As you have stated, the filing fees have already been deposited.

Thank you for your help.

Sincerely,

MUNGER CHADWICK, P.L.C.



Ruth J. Polizzi  
Certified Legal Assistant

Enclosures

cc: Nicola Freegard

R-1217611-7

JOHN F. MUNGER  
MARK E. CHADWICK \*  
MICHAEL S. GREEN  
EVELYN PATRICK RICK \*\*  
LAURA P. CHASSON  
\* Also Admitted in Colorado  
\*\* Also Admitted in Washington State

MICHAEL M. RACY (NON-LAWYER)  
GOVERNMENT RELATIONS DIRECTOR  
DIRECT LINE: (520) 906-4646

LINDA WELTER COHEN, APR (NON-LAWYER)  
MEREDITH LEYVA (NON-LAWYER)  
PUBLIC RELATIONS CONSULTANTS

**MUNGER CHADWICK, P.L.C.**  
ATTORNEYS AT LAW  
A PROFESSIONAL LIMITED LIABILITY COMPANY  
NATIONAL BANK PLAZA  
333 NORTH WILMOT, SUITE 300  
TUCSON, ARIZONA 85711  
(520) 721-1900  
FAX (520) 747-1550  
MungerChadwick.com

OF COUNSEL  
LAWRENCE V. ROBERTSON, JR.  
ADMITTED TO PRACTICE IN:  
ARIZONA, COLORADO, MONTANA,  
NEVADA, TEXAS, WYOMING,  
DISTRICT OF COLUMBIA

OF COUNSEL  
LIZÁRRAGA, ROBLES, TAPIA Y CABRERA S.C.  
HERMOSILLO, SONORA, MEXICO  
(LICENSED SOLELY IN MEXICO)

TUBAC APPOINTMENT OFFICE  
2247 East Frontage Road, #1  
P.O. Box 1448  
Tubac, Arizona 85646  
(520) 398-0411

August 16, 2005

Arizona Corporation Commission  
400 West Congress St.  
Tucson, AZ 85701

Re: Application for Registration of a Foreign Limited Liability Company –  
Vy & Elle, L.L.C. – File No. R-1217611-7


Dear Sir/Madam:

Per your request in your letter of August 11, 2005 (copy attached), I am enclosing a revised Application for Registration of a Foreign Limited Liability Company with the corrected formation date of August 16, 2002. As you have stated, the filing fees have already been deposited.

Thank you for your help.

Sincerely,

MUNGER CHADWICK, P.L.C.



Ruth J. Polizzi  
Certified Legal Assistant

Enclosures