

# State of New Hampshire

Filing fee: *See total fees – bottom of page 2*  
 Use black print or type.

Form C-1  
 RSA 293-A:11.09  
 and  
 RSA 304-C:149

Form must be single-sided, on 8½" x 11" paper;  
double sided copies will not be accepted.

## CERTIFICATE OF STATUTORY CONVERSION OF NURSE AUDIT, INC., A NEW HAMPSHIRE CORPORATION TO NURSE AUDIT, LLC, A NEW HAMPSHIRE LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT AND THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY STATUTES, THE UNDERSIGNED DOMESTIC CORPORATION SUBMITS THE FOLLOWING CERTIFICATE OF CONVERSION:

**FIRST:** The converting corporation was incorporated in **New Hampshire** on **October 17, 1996**, and, since that date, the corporation has not changed its jurisdiction of incorporation.

**SECOND:** The name of the converting corporation immediately prior to the filing of this certificate:

**Nurse Audit, Inc.**

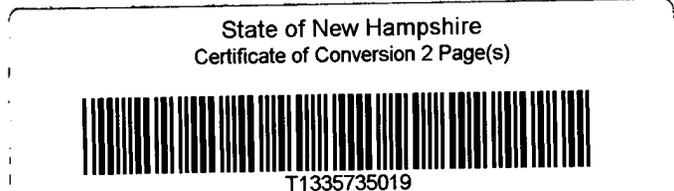
The converting corporation will convert to **Nurse Audit, LLC**, a New Hampshire limited liability company, pursuant to a plan of statutory conversion duly adopted as set forth herein; and the name of such company satisfied the organic law of such surviving entity.

**THIRD:** The name of such limited liability company as set forth in its certificate of formation:

**Nurse Audit, LLC.**

**FOURTH:** The designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the conversion plan and the total number of undisputed votes cast for the conversion plan separately by each voting group is as follows:

<u>Designation of voting group(s)</u>	<u>Number of shares outstanding</u>	<u>Total number of votes entitled to be cast</u>	<u>Total number of votes cast</u> <u>FOR</u> <u>AGAINST</u>	<u>OR</u>	<u>Total number of undisputed votes cast FOR</u>
Common Stock without par value	10	10			10



**FIFTH:** The number of votes cast for the conversion plan by each voting group was sufficient for approval by each voting group.

**SIXTH:** The plan of statutory conversion of Nurse Audit, Inc. to Nurse Audit, LLC is on file at the principal place of business of the limited liability company at: 134 Pleasant Street, Portsmouth, NH 03801.

**SEVENTH:** A copy of the plan of statutory conversion will be furnished by Nurse Audit, LLC, on request and without cost, to any shareholder or other equity interest holder of Nurse Audit, Inc.

**EIGHTH:** The statutory conversion of Nurse Audit, Inc. to Nurse Audit, LLC will be effective as of 11:59 p.m. on December 31, 2013.

**Nurse Audit, Inc.**

By: \_\_\_\_\_

  
Sharon Weston, President

Date signed: December 31, 2013

Note 1: Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or other office; or see RSA 293-A:1.20(f) for alternative signatures

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

MAIL DATED AND SIGNED ORIGINAL WITH CERTIFICATE OF FORMATION OF NEW HAMPSHIRE LIMITED LIABILITY COMPANY (FORM LLC-1), FORM SRA AND TOTAL FEES OF \$135.00 to: Corporate Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.