

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **06/11/2019** converting

The Learning Factory, LLC
a Domestic Limited Liability Company
to
The Learning Factory, INC
a Domestic Profit Corporation

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **06/26/2019**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

Certificate of Conversion

Pursuant to O.C.G.A. §14-2-1109.2, The Learning Factory, LLC, a Georgia corporation (the "Company"), files its certificate to convert from a limited liability company to a corporation.

I.

The name and jurisdiction of organization of the entity making the election is as follows:

The Learning Factory, LLC
Formed as a Georgia corporation on January 1, 2019
File Number: 19001839

II.

The Company hereby elects to become a corporation.

III.

The effective date of this conversion is upon filing with the Georgia Secretary of State.

IV.

All required approvals of the conversion have been obtained by the limited liability company.


V.

Filed with this certificate of conversion are articles of incorporation that are in the form required by Code Section 14-2-202, setting forth a name for the Company that satisfies the requirements of Code Section 14-2-401, and stating that such articles of incorporation shall be the articles of incorporation of the Company formed pursuant to such election unless and until modified in accordance with this chapter.

VI.

Each share of the Company's capital stock shall be unchanged as a result of the filing of this certificate and the attached articles of incorporation.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate of Conversion this 10th day of June, 2019.



Cheryl D. Blackburn, Organizer

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SECRETARY OF STATE
CORPORATIONS DIVISION

ARTICLES OF INCORPORATION
OF
THE LEARNING FACTORY, ~~LNC~~

ARTICLE I. NAME

The name of the corporation is The Learning Factory, ~~LNC~~

ARTICLE II. SHARES

The corporation is authorized to issue 20,000,000 shares.

ARTICLE III. REGISTERED AGENT

The initial registered agent is Calvin W. Blackburn, III, Attorney-at-Law. The street address of the registered office for this corporation is 120 Ralph McGill Boulevard. #1107, Atlanta, Georgia, 30308. The county of the registered office is Fulton County.

ARTICLE IV. INCORPORATORS

The name and address of the incorporators of this corporation are:

Cheryl D. Blackburn, 120 Ralph McGill Blvd. unit #1107, Atlanta, GA 30308
Brandy Woolridge, 445 Fern Bay Drive SW, Atlanta, GA 30331

ARTICLE V. INITIAL DIRECTORS

The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation. The initial directors shall be four (4) in number. The names and addresses of these initial directors are as follows:

Cheryl D. Blackburn, 120 Ralph McGill Blvd. unit #1107, Atlanta, GA 30308
Brandy Woolridge, 445 Fern Bay Drive SW, Atlanta, GA 30331
Attorney Calvin W. Blackburn, III, 120 Ralph McGill Blvd unit #1107, Atlanta, GA 30308
Luther Burton, CPA, 935 Regency Crest Drive, Atlanta, GA 30331

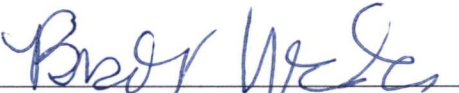
ARTICLE VI. PRINCIPAL OFFICE

The mailing address of the corporation's principal office is 120 Ralph McGill Blvd #1107, Atlanta, GA 30308.

IN WITNESS WHEREOF, we the undersigned, being the Incorporators of The Learning Factory, ~~LNC~~ executed these Articles of Incorporation on June 10, 2019.



Cheryl D. Blackburn, Incorporator



Brandy Woolridge, Incorporator



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

TRANSMITTAL INFORMATION FORM
GEORGIA CORPORATION

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: cheryldblackburn@gmail.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. Corporation Type (check one only): [X] Profit [] Nonprofit [] Professional

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

The Learning Factory, INC.
Corporate Name (List exactly as it appears in articles of incorporation.)

2. Cheryl D. Blackburn
Name of Person Filing Articles of Incorporation (Certificate will be mailed to this person at email address listed below.)
120 Ralph McGill Blvd. #1107 Atlanta, GA 30308
Address City State Zip Code
cheryldblackburn@gmail.com 404-663-5495
Filer's Email Address Telephone Number

3. Calvin W. Blackburn, III, Attorney-at-Law
Name of Registered Agent in Georgia
120 Ralph McGill Blvd #1107, Atlanta, GA 30308
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)
Atlanta Fulton GA 30308
City County State Zip Code
calvin@cblackburnlaw.com
Registered Agent's Email Address

4. Initial Annual Registration: A Georgia corporation incorporated between January 1 - October 1 must file its initial annual registration with the Secretary of State within 90 days after the day its articles of incorporation are filed with the Secretary of State; a Georgia corporation incorporated between October 2 - December 31 must file its initial annual registration with the Secretary of State between January 1 and April 1 of the year next succeeding the calendar year of its incorporation.

5. Mail the following items to the Secretary of State at the above address:
1) This Transmittal Information Form;
2) The Articles of Incorporation; and
3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are non-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Signature of Authorized Person: Cheryl D. Blackburn
Date: 6/10/19
Print name: Cheryl D. Blackburn