

Form 632  
(Revised 05/11)

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709

Filing Fee: See instructions



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**FILED**  
In the Office of the  
Secretary of State of Texas

DEC 22 2014

**Certificate of Conversion  
of a  
Corporation Converting  
to a  
Limited Liability Company**

**Corporations Section**

**Converting Entity Information**

The name of the converting corporation is:  
DFB Pharmaceuticals, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: 12/06/1996

The file number, if any, issued to the corporation by the secretary of state, is: 142446400

**Plan of Conversion—Alternative Statements**

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

DFB Pharmaceuticals, LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

*If the plan of conversion is not attached, the following statements must be completed.*

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

3909 Hulen Street                                  Fort Worth                                  TX   USA   76107  
*Street or Mailing Address*                                  *City*                                  *State*   *Country*   *Zip Code*

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

3909 Hulen Street                                  Fort Worth                                  TX   USA   76107  
*Street or Mailing Address*                                  *City*                                  *State*   *Country*   *Zip Code*

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

**RECEIVED**

DEC 22 2014

Secretary of State

**Certificate of Formation for the Converted Entity**

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Effectiveness of Filing (Select either A, B, or C.)**

A.  This document becomes effective when the document is accepted and filed by the secretary of state.

B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: December 31, 2014

C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Tax Certificate**


Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: Dec. 18, 2014

  
Vice President & Chief Legal Officer

Signature and title of authorized person on behalf of the converting entity

**CERTIFICATE OF FORMATION**  
**OF**  
**DFB PHARMACEUTICALS, LLC**

The undersigned, acting as sole organizer of a limited liability company under the Texas Business Organizations Code (the "TBOC"), hereby adopts the following Certificate of Formation:

**ARTICLE 1**  
**Entity Name and Type**

The name of the filing entity is DFB Pharmaceuticals, LLC (the "Company"). The Company shall be a limited liability company formed and existing under the laws of the State of Texas.

**ARTICLE 2**  
**Registered Agent and Registered Office**

The initial registered agent is an individual resident of the State of Texas whose name is Mark A. Mitchell. The business address of the registered agent and the registered office address of the Company is 3909 Hulen Street, Fort Worth, Texas 76107.

**ARTICLE 3**  
**Governing Authority**

The Company will have managers. The name and address of each initial manager are set forth below:

<u>Name</u>	<u>Mailing Address</u>
H. Paul Dorman	3909 Hulen Street, Fort Worth, Texas 76107
John W. Mason	3909 Hulen Street, Fort Worth, Texas 76107
Mark A. Mitchell	3909 Hulen Street, Fort Worth, Texas 76107
William A. Clarke	3909 Hulen Street, Fort Worth, Texas 76107
Jesse Penn	3909 Hulen Street, Fort Worth, Texas 76107
Dawn Severt	3909 Hulen Street, Fort Worth, Texas 76107
Michael Fekete	3909 Hulen Street, Fort Worth, Texas 76107

**ARTICLE 4**  
**Purpose**

The purpose for which the Company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the TBOC.

**ARTICLE 5**  
**Formation Pursuant to Conversion**

The Company is formed pursuant to a Plan of Conversion. The name of the entity that is converting into the Company (the "Converting Entity") is "DFB Pharmaceuticals, Inc." The Converting Entity is a corporation formed under the laws of the State of Texas. The date of formation of the Converting Entity was December 6, 1996. The address of the principal business office of the Converting Entity is 3909 Hulen Street, Fort Worth, Texas 76107.

**ARTICLE 6**  
**Organizer**

The name and address of the organizer is Mark A. Mitchell, 3909 Hulen Street, Fort Worth, Texas 76107.

**ARTICLE 7**  
**Effectiveness of Filing**

This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is December 31, 2014.

IN WITNESS WHEREOF, the undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this Certificate of Formation subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this filing instrument.

Executed this 18<sup>th</sup> day of December 2014.

**SOLE ORGANIZER:**


  
\_\_\_\_\_  
Mark A. Mitchell

Form 401-A  
(Revised 12/09)



**Acceptance of Appointment  
and  
Consent to Serve as Registered Agent  
§5.201(b) Business Organizations Code**

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for <b>DFB Pharmaceuticals, LLC</b>		
<i>Name of represented entity</i>		
I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.		
x: 	<b>Mark A. Mitchell</b>	<b>12/18/2014</b>
<i>Signature of registered agent</i>	<i>Printed name of registered agent</i>	<i>Date (mm/dd/yyyy)</i>

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I am authorized to act on behalf of _____		
<i>Name of organization designated as registered agent</i>		
The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:		
<i>Name of represented entity</i>		
The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.		
x: _____	_____	_____
<i>Signature of person authorized to act on behalf of organization</i>	<i>Printed name of authorized person</i>	<i>Date (mm/dd/yyyy)</i>