

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION**

RICHARD CLEMONS,

Plaintiff,

v.

GOOGLE INC.,

Defendant.

Civil Action No. 1:17-CV-00963-AJT-TCB

**DECLARATION OF JOHN K. ROCHE
IN SUPPORT OF MOTION TO MODIFY THE CAPTION**

I, John K. Roche, hereby declare as follows:

1. I am a partner with the law firm of Perkins Coie LLP, attorneys for defendant Google LLC (“Google”), formerly known as Google Inc. The following facts are true and based on my personal knowledge and, if called and sworn as a witness, I could competently testify to them.

2. This affidavit is submitted in support of Google’s Motion to Modify the Caption.

3. Google Inc. converted from a corporation to a limited liability company and changed its name to Google LLC on September 30, 2017, by filing a Certificate of Conversion with the Delaware Secretary of State, a true and correct copy of which is attached hereto as Exhibit A.

4. Google LLC filed a Certificate of Formation with the Delaware Secretary of State effective on September 30, 2017, a true and correct copy of which is attached hereto as Exhibit B.

5. On November 13, 2017, I contacted Plaintiff Richard Clemons via email to

EXHIBIT A

Delaware


The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GOOGLE INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GOOGLE INC." TO "GOOGLE LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2017, AT 12:42 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2017 AT 11:59 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3582691 8100V
SR# 20176403570

Authentication: 203316782
Date: 09-29-17

CERTIFICATE OF CONVERSION
OF
GOOGLE INC.
(a Delaware corporation)
TO
GOOGLE LLC
(a Delaware limited liability company)

This Certificate of Conversion is being filed in accordance with the provisions of 6 Del. C. § 18-214 to convert Google Inc., a Delaware corporation (the “**Corporation**”), to Google LLC, a Delaware limited liability company, and the undersigned does hereby certify as follows:

1. The jurisdiction where the Corporation was first incorporated is the State of Delaware.
2. The Corporation was first incorporated in the State of Delaware on October 22, 2002.
3. The name of the Corporation immediately prior to the filing of this Certificate of Conversion was Google Inc.
4. The name of the limited liability company as set forth in the attached Certificate of Formation is Google LLC.
5. The effective time of the conversion of the Corporation into a Delaware limited liability company pursuant to and in accordance with Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act is 11:59 PM EDT on September 30, 2017 (the “**Effective Time**”).

IN WITNESS WHEREOF, the undersigned, as an authorized officer, has executed this Certificate of Conversion.

GOOGLE INC.

By: /s/ Kenneth H. Yi
Name: Kenneth H. Yi
Title: Assistant Secretary

EXHIBIT B

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GOOGLE LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2017, AT 12:42 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2017 AT 11:59 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3582691 8100V
SR# 20176403570

Authentication: 203316782
Date: 09-29-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF FORMATION

OF

GOOGLE LLC

The undersigned, desiring to form a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Delaware Code, Chapter 18, does hereby certify as follows:

- I. The name of the limited liability company is Google LLC (the “**Company**”).
- II. The address of its registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, County of New Castle, Delaware 19808. The name of the registered agent at such address is Corporation Service Company.
- III. The effective time of the formation of the Company into a Delaware limited liability company pursuant to and in accordance with Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act is 11:59 PM EDT on September 30, 2017 (the “**Effective Time**”).

IN WITNESS WHEREOF, the undersigned, as an authorized person, has executed this Certificate of Formation of Google LLC.

By: /s/ Kenneth H. Yi

Name: Kenneth H. Yi

Title: Authorized Person

State of Delaware

Secretary of State

Division of Corporations

Delivered 12:42 PM 09/29/2017

FILED 12:42 PM 09/29/2017

SR 20176403570 - File Number 3582691

EXHIBIT C

From: [Roche, John K. \(WDC\)](#)
To: ["fbi loyal707@gmail.com"](mailto:fbi loyal707@gmail.com)
Cc: [Berlin, Hayley L. \(WDC\)](#)
Subject: Clemons v. Google, No. 1:17-cv-00963 (E.D. Va.)
Date: Monday, November 13, 2017 11:40:36 AM

Mr. Clemons: We represent Google in the above-referenced lawsuit. We'll be filing a motion to dismiss the case this week and I'm writing pursuant to local rules to let you know I intend to ask the court to schedule a hearing on that motion during its regular Friday civil docket at 10:00am on December 22nd. Please let me know if that date's inconvenient or if you'd like to discuss this matter. (I understand Google has sent a couple emails to this address in an effort to discuss the case but has not received a response from you.)

Also, as of September 30, 2017, Google Inc. is now called Google LLC. The change from Google Inc. to Google LLC is the equivalent of a person legally changing his or her name since the new Google LLC is "deemed to be the same entity" as the old Google Inc. 8 Del. Code § 266(h).

To reflect the reality of the new name, Google will ask the court to order that Google Inc. shall now be known as Google LLC in this action and to modify the caption in the case so that it properly names Google LLC rather than Google Inc. We don't intend to seek a hearing on that motion, but please let me know if you'd like to have one, or if I have your permission to state that you do not oppose the motion.

Finally, I note that your motion to reissue summons on the docket lists an address for an attorney whose name appears to be Robert Jenkins at 1010 Cameron St., Alexandria, VA 22314. Please let me know if Mr. Jenkins represents you in this matter or if we should be directing any correspondence or pleadings to his address.

Best regards, John

John Roche | Perkins Coie LLP

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