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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

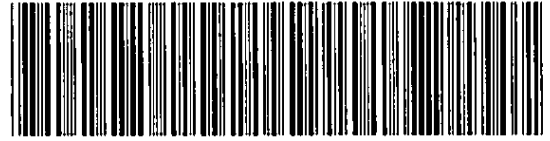
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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MAY 11 2020  
MAY 11 2020

FILED

JUN 30 2020

M. SOLOMON

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** EVERIX, INC.

\_\_\_\_\_  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ashley V. Brewer

\_\_\_\_\_  
Name of Person

BrewerLong PLLC

\_\_\_\_\_  
Firm/Company

620 N Wymore Rd, Ste 270

\_\_\_\_\_  
Address

Maitland, Florida 32751

\_\_\_\_\_  
City/State and Zip code

ashley@brewerlong.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ashley V. Brewer

at ( 407 ) 660-2964

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- \$70.00 Filing Fee     \$78.75 Filing Fee & Certificate of Status     \$78.75 Filing Fee & Certified Copy     \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.*

1. EVERIX, INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "In.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 30-0867252  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/20/2019 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)

6. 12/20/2019  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2372 N. FORSYTH RD., ORLANDO, FLOIRDA 32807  
(Principal office street address)

\_\_\_\_\_  
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: FLEX OPTRONIX TECHNOLOGIES, LLC

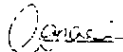
Office Address: 2372 N. FORSYTH RD.

ORLANDO, Florida 32807  
(City) (Zip code)

FILED  
MAY - 8 PM 2:37  
TALLAHASSEE, FLORIDA

**9. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



\_\_\_\_\_  
(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

**A. DIRECTORS**

Chairman Name: ESMAEIL BANAEI  
 Vice Chairman Address: 2372 N. FORSYTH RD.  
 Director ORLANDO, FLORIDA 32807  
 President \_\_\_\_\_  
 Vice President \_\_\_\_\_  
 Secretary \_\_\_\_\_  Treasurer \_\_\_\_\_  
 Other \_\_\_\_\_  Other \_\_\_\_\_

Chairman Name: SAMUEL SADOULET  
 Vice Chairman Address: 101 E. GLOUCESTER PIKE  
 Director BARRINGTON NJ 08007  
 President \_\_\_\_\_  
 Vice President \_\_\_\_\_  
 Secretary \_\_\_\_\_  Treasurer \_\_\_\_\_  
 Other \_\_\_\_\_  Other \_\_\_\_\_

Chairman Name: MARK WIPPICH  
 Vice Chairman Address: 2625 HASTINGS DR  
 Director BELMONT CA 94002  
 President \_\_\_\_\_  
 Vice President \_\_\_\_\_  
 Secretary \_\_\_\_\_  Treasurer \_\_\_\_\_  
 Other \_\_\_\_\_  Other \_\_\_\_\_

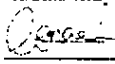
Chairman Name: \_\_\_\_\_  
 Vice Chairman Address: \_\_\_\_\_  
 Director \_\_\_\_\_  
 President \_\_\_\_\_  
 Vice President \_\_\_\_\_  
 Secretary \_\_\_\_\_  Treasurer \_\_\_\_\_  
 Other \_\_\_\_\_  Other \_\_\_\_\_

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 DEPARTMENT OF STATE  
 TALLAHASSEE, FLORIDA

Chairman Name: \_\_\_\_\_  
 Vice Chairman Address: \_\_\_\_\_  
 Director \_\_\_\_\_  
 President \_\_\_\_\_  
 Vice President \_\_\_\_\_  
 Secretary \_\_\_\_\_  Treasurer \_\_\_\_\_  
 Other \_\_\_\_\_  Other \_\_\_\_\_

Chairman Name: \_\_\_\_\_  
 Vice Chairman Address: \_\_\_\_\_  
 Director \_\_\_\_\_  
 President \_\_\_\_\_  
 Vice President \_\_\_\_\_  
 Secretary \_\_\_\_\_  Treasurer \_\_\_\_\_  
 Other \_\_\_\_\_  Other \_\_\_\_\_

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12.   
 \_\_\_\_\_  
 Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. ESMAEIL BANAEI  
 \_\_\_\_\_  
 (Typed or printed name and capacity of person signing application)

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EVERIX, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2020.



7698076 8300

SR# 20201240493

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202432314

Date: 02-21-20

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:59 AM 12/19/2019  
FILED 10:59 AM 12/19/2019  
SR 20198748484 - File Number 7698076

**CERTIFICATE OF CORPORATE DOMESTICATION**

of

**EVERIX, INC., a Florida corporation  
to be incorporated as EVERIX, INC., a Delaware corporation**

The undersigned, a Florida corporation (the "Company"), for the purposes of domesticating under Section 388 of the General Corporation Law of the State of Delaware, does certify that:

1. The Company was first formed, incorporated, or otherwise came into being on January 15, 2015, in the jurisdiction of the State of Florida.
2. The name of the Company immediately prior to the filing of this Certificate of Corporate Domestication was Everix, Inc., a Florida corporation.
3. The name of the Company as set forth in its Certificate of Incorporation, filed or to be filed in accordance with Section 388 of the General Corporation Law of the State of Delaware, is Everix, Inc.
4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Company immediately prior to the filing of this Certificate of Corporate Domestication was, and will continue to be for the foreseeable future, the State of Florida, with a principal business address of 2372 N. Forsyth Rd., Orlando, FL 32807.
5. This domestication has been approved in the manner provided for by the document, instrument, agreement, or other writing, as the case may be, governing the internal affairs of the foreign entity and the conduct of its business or by applicable non-Delaware law.
6. The effective date of this Certificate of Domestication shall be December 20, 2019.

EVERIX, INC.

By: 

Print: Esmail Banaei

Title: CEO/President

Date: December 18, 2019

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:48 AM 01/06/2020  
FILED 09:48 AM 01/06/2020  
SR 20200070264 - File Number 7698076

STATE OF DELAWARE  
CORRECTED CERTIFICATE OF  
DOMESTICATION OF EVERIX, INC.

The Office of the Secretary of State filed a Certificate of Domestication for Everix, Inc. on December 19, 2019, with an effective date of December 20, 2019. Said certificate erroneously was filed pursuant to Section 388 of the Delaware Corporation Law instead of Section 265 of the Delaware Corporation Law.

The Certificate of Domestication of Everix, Inc. is being corrected in its entirety to read as follows:

CERTIFICATE OF CONVERSION  
of EVERIX, INC., a Florida corporation  
to be incorporated as EVERIX, INC., a Delaware corporation

The undersigned, a Florida corporation (the "Company"), for the purposes of converting under 8 Del. C. § 265 of the Delaware Corporation Law, does certify that:

1. The Company was first formed, incorporated, or otherwise came into being on January 15, 2015, in the jurisdiction of the State of Florida.
2. The name of the Company immediately prior to the filing of this Certificate of Corporate Conversion was Everix, Inc., a Florida corporation.
3. The name of the Company as set forth in its Certificate of Incorporation, filed accordance with Section 265 of the Delaware Corporation Law, is Everix, Inc.
4. This conversion has been approved in the manner provided for by the document, instrument, agreement, or other writing, as the case may be, governing the internal affairs of the entity and the conduct of its business or by applicable non-Delaware law.
5. The effective date of this Certificate of Conversion is December 20, 2019.

Everix, Inc.

By: 

Print: Esmail Banaei

Title: CEO/President

Date: Jan. 6, 2020

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:59 AM 12/19/2019  
FILED 10:59 AM 12/19/2019  
SR 20198748484 - File Number 7698076

**EVERIX, INC.**  
a Delaware corporation

**CERTIFICATE OF INCORPORATION**

- 1) This Certificate of Incorporation shall be effective as of December 20, 2019.
- 2) The name of the Company is EVERIX, INC., a Delaware corporation. Pursuant to 8 Del. C. § 388, the Company is a domesticated continuation of Everix, Inc., a Florida corporation.
- 3) The Registered Office of EVERIX, INC., a Delaware corporation (the "Company") shall be located at the office of the Company's registered agent, Capitol Services, 1675 S. State Street, Suite B, Dover, DE 19901, County of Kent, or such other place as the Board of Directors may from time to time designate.
- 4) The incorporator is the law office of BrewerLong, 620 N. Wymore Rd., Suite 270, Maitland, FL 32751, 407-660-2964. The Incorporator's powers terminate upon incorporation, and the Directors are identified below.
- 5) The Company may engage in any lawful purpose or purposes permitted by the laws of any jurisdiction in which the Company may do business.
- 6) The Company has one class of stock. The Company authorizes One Million (1,000,000) shares with par value of \$0.001. The powers, preferences, qualifications, rights, limitations, and restrictions associated with the shares and the transfer thereof are set forth in the Company's shareholder agreement, as may be amended from time to time pursuant to the terms thereof.
- 7) The Business of the Company may be commenced as soon after incorporation of the Company as the Directors shall determine. The initial Directors of the Delaware Company shall be the same as they were for Everix, Inc., a Florida corporation:
- 8) The Directors of the Company are:

Name:

Address:

Esmaeil Banaei

9725 Adalyn Ave  
Orlando, FL 32871

Mark Wippich

2625 Hastings Dr.  
Belmont, CA 94002

Samuel Sadoulet

101 E. Gloucester Pike  
Barrington, NJ 08007



- 9) In furtherance and not in limitation of the powers conferred by the Delaware Corporation Law, to the extent allowed by the Corporation Law, the Board of Directors is expressly authorized to make, alter, amend, repeal, and rescind the Bylaws and Certificate of the Company.
  
- 10) Pursuant to 8 Del. C. § 203(b)(1), the Company expressly opts out of governance by 8 Del. C. § 203(a).

Incorporator:

BrewerLong PLLC  
620 N. Wymore Rd. Suite 270  
Maitland, FL 32751  
407-660-2964

DocuSigned by:  
By: Ashley Brewer  
Ashley V. Brewer, Esq.  
Date: 12/20/2019