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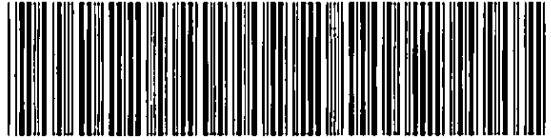
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL 16 2018  
T SCHROEDER

**SUNSHINE CORPORATE FILING OF FLORIDA INC.**

*3458 Lakeshore Drive, Tallahassee, Florida 32312*

*(850) 656-4724*

DATE 7/13/2018

**\*\*WALK IN\*\***

ENTITY NAME 5X5 TECHNOLOGIES LLC/5X5 TECHNOLOGIES, INC.

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

_____	<i>Plain Copy</i>
XXXXXXX	<i>Certified Copy</i>
_____	<i>Certificate of Status</i>

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

_____	<i>Certified Copy of Arts &amp; Amendments</i>
_____	<i>Certificate of Good Standing</i>

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$113.75

CHECK # 5048

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

**Articles of Conversion  
Converting a  
Florida Limited Liability Company  
into a  
Florida Corporation**

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following Florida limited liability company into a Florida corporation in accordance with Section 605.1045, Florida Statutes and Section 607.1115, Florida Statutes.

1. The name and the address of the Florida limited liability company (the "LLC") immediately prior to the filing of the Articles of Conversion is:

**5x5 Technologies LLC**  
416 20<sup>th</sup> Avenue NE  
St. Petersburg, Florida 33704

LLC - 229615

2. The LLC is a limited liability company first organized under the laws of the State of Florida on January 1, 2017.

3. The name of the Florida corporation (the "Corporation") as set forth in the attached Articles of Incorporation is:

**5x5 Technologies, Inc.**

4. The conversion is permitted by the applicable laws governing the LLC and the conversion complies with such laws and the requirements of Section 607.1115, Florida Statutes, in effecting the conversion.

5. A Plan of Conversion was approved by the LLC in accordance with Chapter 605, Florida Statutes.

6. To the extent that the members of the LLC have appraisal rights, the LLC has agreed to pay such members the amounts to which such members are entitled pursuant to Sections 605.1061-605.1072, Florida Statutes.

7. The manner and basis of converting the interests of the LLC into the stock of the Corporation shall be as follows:

(a) The membership interests of the LLC held by the below-listed members of the LLC which are issued and outstanding as of the effective date of the conversion shall be converted into the number of shares of common stock in the Corporation, which common shares of stock of the Corporation shall then be issued and outstanding and held by each current member of the LLC as set forth below.

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<u>Name</u>	<u>LLC Membership Interests</u>	<u>Shares of Common Stock</u>
Anne M. Zink	51%	51,000 shares
Eyal Stein	49%	49,000 shares

(b) The conversion shall be effected as follows: Upon the effective date of the conversion, the membership interests in the LLC shall automatically be converted into the number of shares of common stock as provided above and the Corporation shall issue certificates for such shares of stock as set forth above.


8. The conversion will be effective on the date of filing with the Florida Department of State of the Articles of Conversion.

*[signature page to follow]*

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IN WITNESS WHEREOF, the undersigned have executed the Articles of Conversion for the uses and purposes therein stated on this 13 day of July, 2018.

**5x5 Technologies LLC,**  
a Florida limited liability company

By:   
Anne M. Zink, Manager

**5x5 Technologies, Inc.,**  
a Florida corporation

By:   
Anne M. Zink, Incorporator

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**ARTICLES OF INCORPORATION**

**OF**

**5X5 TECHNOLOGIES, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE 1**

**Name**

The name of this corporation shall be:

5x5 Technologies, Inc.

**ARTICLE 2**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

416 20<sup>th</sup> Avenue NE  
St. Petersburg, Florida 33704

**ARTICLE 3**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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**ARTICLE 4**

**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE 5**

**Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE 6**

**Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be TK Registered Agent, Inc. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE 7**

**Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such

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lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

**ARTICLE 8**

**Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Anne M. Zink	416 20 <sup>th</sup> Avenue NE St. Petersburg, Florida 33704
Eyal Stein	4 Turning Mill Road Sharon, Massachusetts 02067

**ARTICLE 9**

**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Anne M. Zink	416 20 <sup>th</sup> Avenue NE St. Petersburg, Florida 33704

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**ARTICLE 10**

**Bylaws**

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE 11**

**Amendment of Articles of Incorporation**

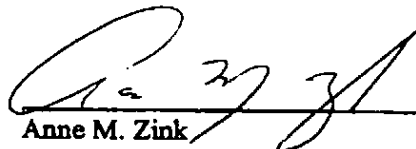
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE 12**

**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles for the uses and purposes therein stated, this 13 day of July, 2018.

  
Anne M. Zink

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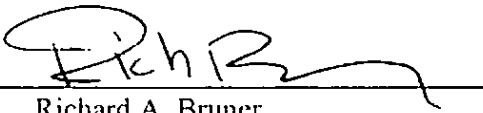
5X5 TECHNOLOGIES, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, TK Registered Agent, Inc., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 13 day of July, 2018.

TK REGISTERED AGENT, INC.

By:   
Richard A. Bruner

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