

P19000073342

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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2019 SEP 25 PM 12:08
RECORDS SECTION
TALLAHASSEE, FLORIDA

19 SEP 25 PM 11:43
RECORDS SECTION
TALLAHASSEE, FLORIDA

FILED

K. SALY
SEP 26 2019

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date:

9-25-19

Requestor Name:

Carlton Fields

Address:

Post Office Drawer 190
Tallahassee, Florida 32302

Telephone:

(850) 513-3619 - direct
(850) 224-1585

Contact Name:

Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO
DEDUCT FROM ACCOUNT

\$ 122.50

(More if needed)

Corporation Name:

Conversion - LLC → Inc.
42Bio, LLC

Email Address:

Entity Number:

Authorization:

15000131130
Kim Pullen

19 SEP 25 PM 12:00

Certified Copy

Certificate of Status

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

Amendments

Registration

() Call When Ready

() Call if Problem

() After 4:30

() Walk In

() Will Wait

() Pick Up

CF Internal Use Only

Client:

14178

Matter:

39916

Name:

Ryder

Office:

MIA

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19 SEP 25 PM 11:50
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA PROFIT CORPORATION**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with Section 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: 42BIO, LLC.
2. The "Other Business Entity" is a limited liability company first organized under the laws of the State of Florida, effective July 31, 2015.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: 42BIO, Inc. (the "Company").
4. The plan of conversion has been approved in accordance with all applicable statutes.
5. The conversion of the "Other Business Entity" into the Company shall be effective immediately upon the filing of this Certificate of Conversion and the Articles of Incorporation for the Company.

This Certificate of Conversion may be executed in any number of counterparts, and/or by facsimile, each of which counterpart (original or facsimile) shall be deemed to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

The undersigned have executed this Certificate of Conversion as of the 23rd day of September, 2019.

42Bio, LLC

DocuSigned by:
BY: Jerry Chang
Name: Jerry Chang
Title: Member

42Bio, Inc.

DocuSigned by:
BY: Jerry Chang
Name: Jerry Chang
Title: President

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FBI - PHOENIX

**ARTICLES OF INCORPORATION
OF
42BIO, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I – NAME AND BUSINESS ADDRESS

The name of this Corporation is 42Bio, Inc. Its principal office address and business mailing address is 10203 SW 49th Lane, Gainesville, Florida 32608.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III – PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV – CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock, having a par value of \$0.001 per share.

ARTICLE V – BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors. The names of the initial directors constituting the initial Board of Directors are: Peter McFetridge, Jon Dobson, Jerry Chang, Pradeep Albert and Scott Rohleder.

**ARTICLE VI – INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of its initial registered agent at that address is CF Registered Agent, Inc., a Florida Corporation, who upon accepting this designation agrees to comply

with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII – INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Carlos A. Mas, 100 SE Second Street, Suite 4200, Miami, Florida 33131.

Dated: September 23, 2019



Carlos A. Mas, Incorporator

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TALLAHASSEE, FLORIDA


ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated: September 23, 2019

Registered Agent:

CF Registered Agent, Inc., a Florida corporation

By: 
Carlos Mas, Authorized Agent

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TALLAHASSEE, FLORIDA