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W210003047

FEB 26 2021

T. SCOTT



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12/28/20--01027--017 **137.50

SECRETARY OF STATE
FALLAHSSEE FL 09104

2021 FEB - 1 AM 8:14

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 13, 2021

JAMES KONCHAR
12992 KEDLESTON CIRCLE
FORT MYERS, FL 33912

SUBJECT: JPK PACKAGING LTD
Ref. Number: W21000003047

We have received your document for JPK PACKAGING LTD and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Only can domesticate foreign profit corporation to FLORIDA profit corporation.,

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 121A00000695

2021 JAN 13 11:24

COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Domestication of JPK Packaging Corp. from Illinois to Florida

Enclosed is an original and one (1) copy of the Articles of Domestication and a check:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total filing fee	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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From: James Konchar

Name (printed or typed)

12992 Kedleston Circle

Address

Fort Myers, FL 33912

City, State & Zip

630-215-3562

Daytime Telephone Number

jimkonchar@aol.com

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

Articles of Domestication
Foreign Corporation Domesticating to Florida

The undersigned, James Konchar, President
(Name) (Title)

of JPK Packaging Corp., a foreign corporation, in accordance with s. 607.11922, Florida Statutes, submit these Articles of Domestication.

1. Then name of the domesticating corporation is JPK Packaging Corp.
(Foreign Corporation)

2. The jurisdiction and date of its formation is Illinois

3. The name of the domesticated corporation is JPK Packaging Corp.

4. The jurisdiction of formation of the domesticated corporation is **Florida**

5. The domestication corporation is a foreign corporation and the domestication was approved in accordance with its organic law.

6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s.607.0202, F.S.

I certify I am authorized to sign these Articles of Domestication on behalf of the corporation.

James Konchar
(Authorized Signature)

2021 FEB -1 AM 8:15
TALLAHASSEE FLORIDA

Handwritten initials

ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607, F.S.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

JPK Packaging Corp.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:

Principal Address
12992 Kedleston Circle

Mailing Address
same as Principal Address

Fort Myers, FL 33912

STATE OF FLORIDA
FALLAND SECT. 100007

2021 FEB - 1 AM 9:15

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ARTICLE III PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

To permit the sole shareholder, James Konchar, the opportunity to continue business operations in his newly chosen state of permanent residence.

ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS: 1,000

ARTICLE VI REGISTERED AGENT AND STREET ADDRESS

THE NAME AND FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:

James Konchar

12992 Kedleston Circle

Fort Myers, FL 33912

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


Signature/Registered Agent

12-21-2020
Date

ARTICLE V DIRECTORS AND/ OR OFFICERS

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Name & Title: _____

Name & Title: _____

Address: _____

Address: _____

Name & Title: _____

Name & Title: _____

Address: _____

Address: _____

Name & Title: _____

Name & Title: _____

Address: _____

Address: _____

Name & Title: _____

Name & Title: _____

Address: _____

Address: _____

I submit this document and affirm that the facts stated herein are true. I am 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.

Signature/Authorized Person

Dec. 21, 2020

Date

**WRITTEN CONSENT OF THE SHAREHOLDER
OF
JPK PACKAGING Corp.**

The undersigned, shareholder of JPK PACKAGING Corp. (the "Corporation"), in accordance with Section 7.10 of the Illinois Business Corporation Act of 1983, hereby adopts the following written consent.

WHEREAS, the undersigned is the sole shareholder of the Corporation; and

WHEREAS, the undersigned desires to execute a written consent in lieu of formally holding a shareholders' meeting.

NOW THEREFORE LET IT BE:

RESOLVED, that since the date of its formation in 1999, JPK Packaging Corp. has only ever had one shareholder – James Konchar – who owns 100% of all issued stock of the Corporation; and

RESOLVED, that it is the desire of James Konchar to domesticate the Corporation to align with his permanent residence in Florida and to maintain the business operations and any obligations of the Corporation in as seamless a manner as is possible; and

RESOLVED, that the Corporation shall cease business operations in the State of Illinois and share carry on business operations in the State of Florida upon the approvals of the Secretary of State Offices for Illinois and Florida, respectively; and

RESOLVED, that upon the filing of the instant Corporate Resolution / Written Consent of the Sole Shareholder along with the executed Plan of Domestication contemporaneously filed herewith and any other required paperwork, the Corporation shall be cease domestication in Illinois and become domesticated in the State of Florida.

The undersigned directs that this Unanimous Written Consent shall be filed with the minutes of the proceedings of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholder has duly executed this written consent as of the undersigned date.

Date: Dec 21, 2020



JAMES KONCHAR

JPK PACKAGING Corp.
PLAN OF DOMESTICATION

This Plan of Domestication has been adopted by JPK Packaging Corp., an Illinois corporation (the "Company") as of December 24, 2020.

WITNESSETH:

WHEREAS, the Company is a corporation duly organized and existing under the laws of Illinois and is authorized to issue 100,000 shares of Common Stock, \$.01 par value per share (the "Common Stock") as evidence in the Company's Articles of Incorporation (the "Articles of Incorporation") filed with the Illinois Secretary of State on March 15, 1999, a true and accurate copy of which is attached hereto as Exhibit A;

WHEREAS, the Company wishes to change its domicile of incorporation from Illinois to Florida by domesticating in Florida on the terms set forth herein; and

WHEREAS, the sole shareholder of the Company has adopted a corporate resolution approving this Plan of Domestication;

NOW THEREFORE, the Company agrees as follows:

1. *Domestication.* The Company shall convert from an Illinois corporation to a Florida Corporation by domesticating in Florida pursuant to Section 607.119201(1), (2) of the Florida Business Corporations Act and 805 ILCS 415/301 of the Illinois Entity Omnibus Act. Following domestication, the Company shall be governed by the laws of the State of Florida. The domestication of the Company in Florida shall herein be referred to as the "Domestication."

2. *Stockholder Approval.* There is only one shareholder, who owns 100% the issued shares of the Company. The sole shareholder has approved the execution of this Plan of Domestication via corporate resolution.

3. *Effective Date.* The Domestication shall be effective upon the filing of a Statement of Domestication and any supporting documents, such as the Articles of Incorporation, with the Secretary of State of the State of Illinois and the Secretary of State of the State of Florida, which filings shall be made as soon as practicable after the sole shareholder authorizes the domestication. The time of such effectiveness shall herein be referred to as the "Effective Date."

4. *Common Stock of the Company.* On the Effective Date, by virtue of the Domestication and without any action on the part of the holders thereof, each share of Common Stock of the Company issued and outstanding immediately prior thereto shall be unchanged, shall continue to represent one share of Common Stock of the Company as a Florida corporation, and shall remain issued and outstanding immediately after consummation of the Domestication.

5. *Options/Restricted Equity of the Company.* On the Effective Date, by virtue of the Domestication and without any action on the part of the holders thereof, all stock options, restricted stock units or other restricted equity outstanding and unexercised as of the Effective Date and awarded under the Company's equity plans in effect on such date shall continue and remain in effect upon the same terms and conditions as were in effect immediately prior to the Domestication, and the Company shall continue to reserve that number of shares of Common Stock with respect to each such equity plan as was reserved by the Company prior to the Effective Date with no other changes in the terms and conditions thereof.

6. *Stock Certificates.* On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of the Common Stock of the Company shall be deemed for all purposes to continue to evidence ownership of and to represent the shares of the Company into which the shares represented by such certificates have been converted as herein provided. The registered owner on the books and records of the Company or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Company or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of the Company evidenced by such outstanding certificate as above provided.

7. *Succession.* On the Effective Date, all of the rights, privileges, debts, liabilities, powers and property of the Company as a Illinois corporation shall continue to be the rights, privileges, debts, liabilities and powers of the Company as a Florida Corporation in the manner and as more fully set forth in Section 607.11920, *et seq.* of the Florida Business Corporations Act. Without limiting the foregoing, upon the Effective Date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, agreements, contracts and other assets of every kind and description of the Company shall continue to be vested in and devolved upon the Company without further act or deed. All rights of creditors of the Company and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall continue to be obligations of the Company.

8. *Certificate of Incorporation and By-Laws.* Immediately prior to or simultaneously with the filing of the Statement of Domestication, the Company shall file the Articles of Incorporation in the form of Exhibit A hereto with the Secretary of State of the State of Florida, which shall be the Articles of Incorporation of the Company following the Domestication.

9. *Officers.* The officers of the Company immediately prior to the Effective Date shall continue in office following the Effective Date of the Domestication until the expiration of their respective terms of office and until their successors have been elected and qualified.

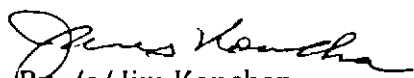
10. *Amendment.* This Plan of Domestication may be amended at any time prior to the Effective Date, provided that an amendment made subsequent to the approval of this

plan by the stockholders of the Company shall not alter or change (a) the amount or kind of shares or other securities, interests, obligations, rights to acquire shares, other securities or interests, cash, or other property to be received by the stockholders hereunder, (b) any term of the Articles of Incorporation, other than changes permitted by the Florida Business Corporations Act comparable to those permitted by the Illinois Entity Omnibus Act, or (c) any of the terms and conditions of this Plan of Domestication if such alteration or change would adversely affect the holders of any class or series of stock of the Company.

11. *Abandonment or Deferral.* At any time before the Effective Time, this Plan of Domestication may be terminated and the Domestication may be abandoned by the Company, notwithstanding the approval of this Plan of Domestication by the stockholders of the Company or the consummation of the Domestication may be deferred for a reasonable period of time if such action would be in the best interests of the Company. In the event of termination of this Plan of Domestication, this Plan of Domestication shall become void and of no effect and there shall be no liability on the part of the Company or stockholders with respect thereto, except that the Company shall pay all expenses incurred in connection with the Domestication or in respect of this Plan of Domestication or relating thereto.

This Plan of Domestication has been approved by the sole shareholder of JPK Packaging Corp. via written corporate resolution as of the date set forth above.

JPK Packaging Corp.
(An Illinois Corporation)



By: /s/ Jim Konchar

Name: James Konchar

Title: President and Secretary