

P210 0008 0402

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

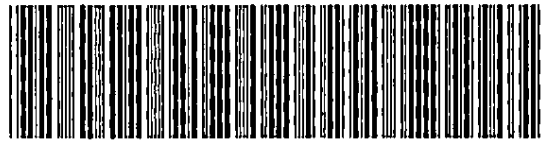
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300372323183

09/01/21--01023--009 **122.50

2021 SEP -9 AM 11:30

SEP 1 2021

W21-121125

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PaidWorkout Corp.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Michael Bluestein

Contact Person

Firm/Company

2301 Collins Ave, Suite 318

Address

Miami Beach, FL, 33139

City, State and Zip Code

mike@paidworkout.com

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

For further information concerning this matter, please call:

Mike Bluestein at (**416**) **456-1871**

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☒ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

Mailing Address:

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

Street Address:

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

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

PaidWorkout LLC

Enter Name of the Converting Entity

2. The converting entity is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on May 15, 2020

Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

PaidWorkout Corp.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: _____.

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)


Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

2021 SEP -9 AM 11:37
FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Signed this 20 day of August, 2021


Required Signature for Florida Profit Corporation:

Signature of Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:



Printed Name: Michael Bluestein Title: Director

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

Signature: 

Printed Name: Michael Bluestein Title: Managing Member

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

2021 SEP - 9 2:11:35
2021 SEP - 9 2:11:35

ARTICLES OF INCORPORATION
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: PaidWorkout Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Principal street address
2301 Collins Ave, Suite 318

Miami Beach, FL, 33139

Mailing address, if different is:
2301 Collins Ave, Suite 318

Miami Beach, FL, 33139

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV SHARES

The number of shares of stock is: See Schedule A Attached.

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: Michael Bluestein, Director

Address: 2301 Collins Ave, Suite 318
Miami Beach, FL, 33139

Name and Title: Nicole Pekerman, Director, CEO

Address: 2301 Collins Ave, Suite 318
Miami Beach, FL, 33139

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

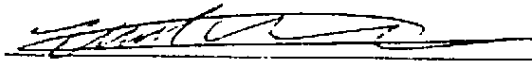
Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Michael Bluestein
Address: 2301 Collins Ave, Suite 318
Miami Beach, FL, 33139

Having been named as registered agent 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



Required Signature/Registered Agent

August 20, 2021
Date

2021 SEP -9 AM 11:30
CLERK OF COURT

SCHEDULE "A"

ARTICLE IV OF THE ARTICLES OF INCORPORATION OF PAIDWORKOUT CORP.

4.01 General. The total number of shares of all classes of capital stock of the Corporation ("Shares") that the Corporation shall have the authority to issue is 100 million, consisting of the following classes:

- (1) 50 million Shares of common stock, \$0.0001 par value per share ("Class A Common Stock");
- (2) 50 million Shares of Class B Common Stock, \$0.0001 par value per share ("Class B Common Stock"); and

4.02 Class A Common Stock and Class B Common Stock. Except as set forth in this paragraph 4.02, the Class A Common Stock and the Class B Common Stock shall have the same rights and privileges, share ratably in all assets of the Corporation upon its liquidation, dissolution or winding-up, shall be entitled to receive dividends in the same amount per share and at the same time when, as and if declared by the Corporation's board of directors, and be identical in all other respects as to all other matters, except voting.

(1) Except as may be otherwise required by law or these Articles of Incorporation, as amended, each holder of Class A Common Stock shall have one vote in respect of each share of Class A Common Stock held of record on all matters voted upon by the shareholders. The holders of Class B Common Stock shall have no voting rights except as required by the Florida Business Corporation Act. Where shares of Class B Common Stock are entitled to vote, each holder of Class B Common Stock shall have one vote in respect of each share of Class B Common Stock held of record solely on the matters as to which such shares are entitled to vote and subject to the rights and limitations specified by the Florida Business Corporation Act.

(2) In the event of any stock split, combination or other reclassification of shares of either the Common Stock or the Class B Common Stock, the outstanding shares of the other class shall be proportionately split, combined or reclassified in a similar manner; *provided, however*, that in any such transaction, holders of Class A Common Stock shall receive only shares of Class A Common Stock in respect of their shares of Class A Common Stock and holders of Class B Common Stock shall receive only shares of Class B Common Stock in respect of their shares of Class B Common Stock.

(3) In the event of any merger, consolidation, reclassification or other transaction in which the shares of Class A Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, each share of Class B Common Stock will at the same time be similarly exchanged or changed in an amount per whole share equal to the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that each share of Class A Common Stock would be entitled to receive as a result of such transaction, *provided that* at the election of the holder of shares of Class B Common Stock, any securities issued with respect to the Class B Common Stock shall be nonvoting under the resulting institution's organizational documents to the same extent as the Class B Common Stock is nonvoting and the Corporation shall make appropriate provisions (in form and substance reasonably satisfactory to the holders of a majority of the Class B Common Stock then outstanding) and take such other actions necessary to ensure that the holders of the Class B Common Stock shall retain securities with substantially

the same rights and benefits, including the right to convert Class B Common Stock into common stock, as the Class B Common Stock. Subject to the immediately preceding sentence, in the event the holders of Class A Common Stock are provided the right to convert or exchange Class A Common Stock for stock or securities, cash and/or any other property, then the holders of the Class B Common Stock shall be provided the same right based upon the number of shares of Class A Common Stock such holders would be entitled to receive if such shares of Class B Common Stock were converted into shares of Class A Common Stock immediately prior to such offering. In the event that the Corporation offers to repurchase shares of Class A Common Stock from its stockholders generally, the Corporation shall offer to repurchase Class B Common Stock pro rata based upon the number of shares of Class A Common Stock such holders would be entitled to receive if such shares were converted into shares of Class A Common Stock immediately prior to such repurchase. In the event of any pro rata subscription offer, rights offer or similar offer to holders of Class A Common Stock, the Corporation shall provide the holders of the Class B Common Stock the right to participate based upon the number of shares of Class A Common Stock such holders would be entitled to receive if such shares were converted into shares of Class A Common Stock immediately prior to such offering; provided that at the election of such holder, any shares issued with respect to the Class B Common Stock shall be issued in the form of Class B Common Stock rather than Class A Common Stock.

2021 SEP -9 AM 11:30