

255906

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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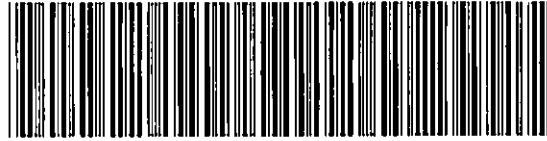
(Business Entity Name)

(Document Number)

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Conversion

10/10/22--01008--002 **380.00

RECEIVED
2022 OCT 10 AM 10:30
TALLAHASSEE, FLORIDA

A. RAMSEY
OCT 11 2022

FILED
2022 OCT 10 AM 11:22

Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Germfree Laboratories, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

~~☒ Certified Copy~~

☐ Certificate of Status

NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☒ Conversion

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

FILED

**ARTICLES OF CONVERSION
FOR
FLORIDA CORPORATION
INTO
NON-FLORIDA BUSINESS ENTITY**

2022 OCT 10 AM 11:22

October 10, 2022

These Articles of Conversion are submitted to convert Germfree Laboratories Incorporated, a Florida corporation (the "**Converting Corporation**"), into Germfree Laboratories, L.L.C. a Delaware limited liability company (the "**Surviving Company**"), in accordance with Fla. Stat. § 607.11933.

1. The name of the Converting Corporation immediately prior to the conversion is Germfree Laboratories Incorporated, a Florida corporation.

2. The name of the Surviving Company upon the conversion is Germfree Laboratories, L.L.C. a Delaware limited liability company.

3. The Surviving Company is a limited liability company formed under the laws of the State of Delaware as of the date of filing of the Certificate of Conversion and Certificate of Formation with the Secretary of State of the State of Delaware. The Certificate of Formation of the Surviving Company filed with the Secretary of State of the State of Delaware is attached hereto as Exhibit A.

4. The Plan of Conversion for the conversion was approved by the Converting Corporation in accordance with Fla. Stat. §§ 607.11930 through 607.11935.

5. In accordance with Fla. Stat. § 607.11933(4)(b), the conversion shall be effective at the later date of: (a) the date and time provided by the organic law of the Surviving Company; or (b) when these Articles of Conversion take effect.

6. The street and mailing address of the Surviving Company at which the Division of Corporations of the Florida Department of State may send any process served on the Florida Department of State pursuant to Fla. Stat. § 607.0504 and Chapter 48, Florida Statutes, is 4 Sunshine Blvd., Ormond Beach, Florida 32174.

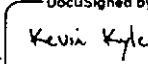
7. To the extent that any stockholder(s) or member(s) of the Converting Corporation or the Surviving Company have appraisal rights entitling such stockholder(s) or member(s) to a payment under Fla. Stat. §§ 607.1301 through 607.1340, the Surviving Company shall make such payment.

[Remainder of Page Left Blank – Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion of Germfree Laboratories Incorporated as of the date first written above.

CONVERTING CORPORATION:

**GERMFREE LABORATORIES
INCORPORATED**, a Florida corporation

DocuSigned by:
Kevin Kyle
By: 
Name: Kevin Kyle
Title: Chief Executive Officer

SURVIVING COMPANY:

GERMFREE LABORATORIES, LLC, a
Delaware limited liability company

By: Germfree Laboratories HoldCo, Inc., a
Florida corporation, its sole member



DocuSigned by:

By: 
Name: Caroline Mitchell
Title: President

EXHIBIT A

CERTIFICATE OF FORMATION OF SURVIVING COMPANY

[TO BE ATTACHED]

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GERMFREE
LABORATORIES, LLC" FILED IN THIS OFFICE ON THE TENTH DAY OF
OCTOBER, A.D. 2022, AT 8:20 O'CLOCK A.M.



7073898 8100F
SR# 20223730321

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Authentication: 204583492
Date: 10-10-22

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:20 AM 10/10/2022
FILED 08:20 AM 10/10/2022
SR 20223730321 - File Number 7073898

**STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION
OF
GERMFREE LABORATORIES, LLC**

October 10, 2022

This Certificate of Formation of Germfree Laboratories, LLC (the “**Company**”) is being duly executed and filed by an authorized person to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

FIRST: The name of the Company is Germfree Laboratories, LLC.

SECOND: The address of its registered office in the State of Delaware is 3411 Silverside Road, Tatnall Building #104, Wilmington, DE 19810, New Castle County. The name of its Registered Agent for service of process at such registered office is Corporate Creations Network Inc.

THIRD: No member of the Company, solely by reason of being a member, is an agent of the Company for the purposes of its business, and no member shall have authority to act for the Company solely by reason of being a member.

[Remainder of Page Left Blank – Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being an authorized person, has executed this Certificate of Formation of Germfree Laboratories, LLC as of the date first set forth above.

DocuSigned by:
Kevin Kyle
55A6B89EC13443D

KEVIN KYLE, Authorized Person