

F/20000004785

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

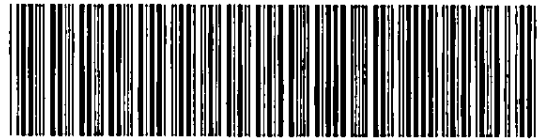
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000411446430

Amend

2023 JUL 12 AM 11:28
RECEIVED
CLERK OF COURT
JULIA A. BROWN, CLERK

FILED

RECEIVED
CLERK OF COURT
JULIA A. BROWN, CLERK

2023 JUL 12 PM 3:19

RECEIVED

A. RAMSEY

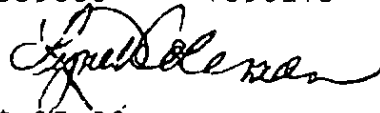
JUL 13 2023

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 559688 7896173

AUTHORIZATION :



COST LIMIT : \$ 35.00

ORDER DATE : March 10, 2023

ORDER TIME : 12:30 PM

ORDER NO. : 559688-045

CUSTOMER NO: 7896173

FOREIGN FILINGS

NAME: Q-FREE AMERICA INC.

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland-sorenson -- EXT#

EXAMINER: _____

TO: Amendment Section Division of Corporations

SUBJECT: Q-Free America Inc.

Name of Corporation

DOCUMENT NUMBER: F12000004785

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Name of Contact Person

Firm/Company

Address

City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person

at (_____)

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F12000004785

(Document number of corporation (if known))

FILED
2013 JUL 12 AM 11:28
TALLAHASSEE
FLORIDA
CLERK OF THE CIRCUIT COURT

1. Q-Free America Inc.
(Name of corporation as it appears on the records of the Department of State)

2. California 3. 11/27/2012
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) _____

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Virginia

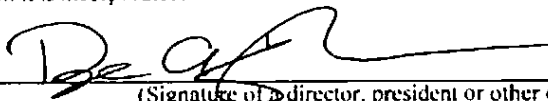
(New jurisdiction)

8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



 (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Paige Cunningham

 (Typed or printed name of person signing)

Secretary/Treasurer

 (Title of person signing)

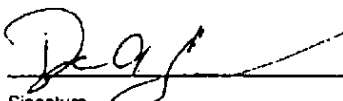
FILING FEE \$35.00

ARTICLES OF DOMESTICATION OF
Q-Free America Inc.

The undersigned, on behalf of the foreign corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

1. The name of the corporation immediately before the filing of these articles of domestication Q-Free America Inc. Upon the filing of these articles, the name of the corporation shall be Q-Free America Inc.
2. The corporation was originally formed, organized, or incorporated under the laws of California on January 1, 2012, as a corporation with the name Q-Free America Inc.
3. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:
 - A. The corporation is presently domesticated under the laws of California as a corporation that is authorized to issue shares of stock, and the jurisdiction in which the corporation is to be domesticated is the Commonwealth of Virginia.
 - B. The full text of the amended and restated articles of incorporation that will be in effect immediately after consummation of the domestication is attached hereto.
4. The domestication is permitted by and was approved in accordance with the organic law of the foreign corporation.

Executed in the name of the corporation by:



Signature

Paige A Cunningham

Printed Name

04/21/2023

Date

Corporate Secretary, Director of Finance

Title



(Rev. 09/21)

State Corporation Commission

Amended and Restated Articles of Incorporation of a Virginia Stock Corporation

Pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, the undersigned state(s) as follows:

Article I The corporation's name:

Q-FREE AMERICA INC

(The name must contain the word corporation, incorporated, company or limited or the abbreviation corp., inc., co. or ltd.)

Article II The corporation is authorized to issue 900,100 share(s) of stock.
(number)

Article III A. The name of the corporation's initial registered agent:

DANIEL SKIFFINGTON, CEO/CFO

B. The initial registered agent is: (Mark appropriate box.)

(1) an individual who is a resident of Virginia and

☒ an initial director of the corporation.

☐ a member of the Virginia State Bar.

OR

(2) ☐ a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in Virginia.

Article IV A. The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

1420 KRISTINA WAY, STE 102 CHESAPEAKE VA 23320
(number/street) (city or town) (state) (zip)

B. The registered office is located in the ☐ county or ☒ city of CHESAPEAKE

Article V (Optional) The corporation's principal office address, including the street and number (if any), is

1420 KRISTINA WAY, STE 102 CHESAPEAKE VA 23320
(number/street) (city or town) (state) (zip)

Article VI The initial directors are:

Name	Address
<u>DANIEL SKIFFINGTON</u>	<u>1420 KRISTINA WAY, STE 102 CHESAPEAKE</u>
<u>PAIGE CUNNINGHAM</u>	<u>SAME AS ABOVE</u> <u>VA 23320</u>

Incorporator(s):

Signature	Printed Name	Date	Tel. # (optional)	Email Address (optional)
<u>[Signature]</u>	<u>PAIGE CUNNINGHAM</u>	<u>06/15/2023</u>		

Business Tel. # (optional)

Business Email Address (optional)

Required Fees: See Instructions for Calculating

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JUNE 22, 2023

The State Corporation Commission has found the accompanying articles of domestication submitted on behalf of

Q-FREE AMERICA INC.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF DOMESTICATION

be issued and admitted to record with the articles of domestication and articles of incorporation in the Office of the Clerk of the Commission, effective June 22, 2023.

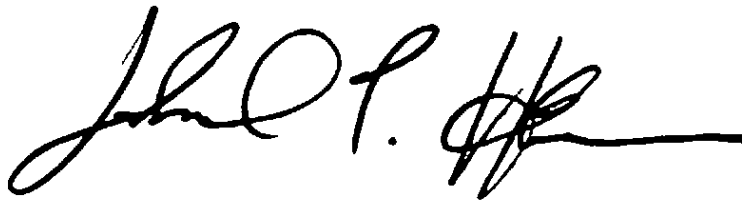
When the certificate becomes effective, Q-FREE AMERICA INC. is deemed to be a stock corporation under the laws of this Commonwealth with the name

Q-FREE AMERICA INC.

The stock corporation is granted the authority conferred on it by law in accordance with its articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read 'Jehmal T. Hudson', followed by a horizontal line.

Jehmal T. Hudson
Commissioner

Commonwealth of Virginia

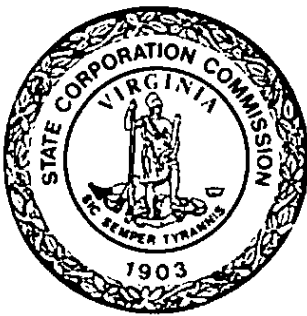


State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing are true and correct copies of business entity documents on file in the Office of the Clerk of the Commission related to Q-FREE AMERICA INC., a Virginia corporation.

Nothing more is hereby certified.



Signed and Sealed at Richmond on this Date:

July 5, 2023

A handwritten signature in cursive script, reading "Bernard J. Logan".

Bernard J. Logan, Clerk of the Commission