

F15UUCO 3414

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

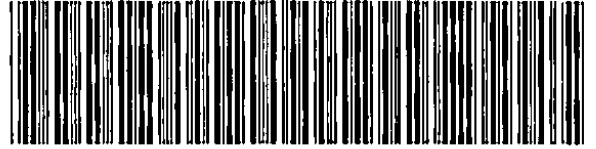
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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02/15/19--01019--008 **05.00

2019 FEB 15 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 22 2019
C. J. ...

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PERSONNEL MANAGEMENT GROUP, INC.
Name of Corporation

DOCUMENT NUMBER: F15000003414

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOAN FOLEY

Name of Contact Person

PERSONNEL MANAGEMENT GROUP, INC.

Firm/Company

7809 SOUTHTOWN CENTER #102

Address

BLOOMINGTON, MN 55431

City/State and Zip Code

jfoley@pmgservices.com

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

For further information concerning this matter, please call:

JOAN FOLEY

Name of Contact Person

952 653-2792

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2019 FEB 15 AM 10:34
RECEIVED
TALLAHASSEE
DIVISION OF CORPORATIONS

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)

F15000003414

(Document number of corporation (if known))

1. PERSONNEL MANAGEMENT GROUP, INC.

(Name of corporation as it appears on the records of the Department of State)

2. MINNESOTA

(Incorporated under laws of)

3. 8/3/2015

(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.

DELAWARE

(New jurisdiction)

8. 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.

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

DEANN SCHREIFELS

(Typed or printed name of person signing)

CFO

(Title of person signing)

2019 FEB 15 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PERSONNEL MANAGEMENT GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE FIFTEENTH DAY OF OCTOBER, A.D. 2018, AT 10:22 O'CLOCK A.M.

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF OCTOBER, A.D. 2018, AT 10:22 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "PERSONNEL MANAGEMENT GROUP, INC.".



7103080 8100H
SR# 20190153370

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

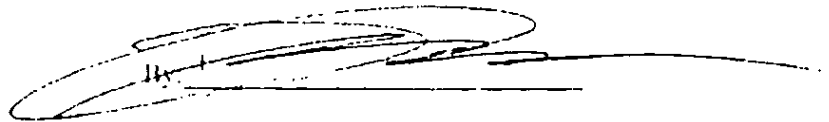
A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202046269
Date: 01-09-19

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Minnesota
- 2.) The jurisdiction immediately prior to filing this Certificate is Minnesota
- 3.) The date the Non-Delaware Corporation first formed is May 13, 2004
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Personnel Management Group, Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Personnel Management Group, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 19 day of SEPT, A.D., 2018.



Name: David Jacobsen
Print or Type

Title: Chief Executive Officer
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:22 AM 10/15/2018
FILED 10:22 AM 10/15/2018
SR 20187133781 - File Number 7103080

**CERTIFICATE OF INCORPORATION
OF
PERSONNEL MANAGEMENT GROUP, INC.**

The undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does execute this Certificate of Incorporation and does hereby certify as follows:

FIRST: The name of this corporation is Personnel Management Group, Inc. (the "Corporation").

SECOND: The registered office of the corporation in the State of Delaware shall be located at Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801 County of New Castle. The name of the corporation's registered agent at such address shall be The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100,000 shares of common stock, \$.01 par value per share. All shares of the Corporation's stock shall be common shares entitled to vote and shall be of one class and one series having equal rights and preferences in all matters.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. The Board of Directors may, from time to time, by the affirmative vote of a majority of its members present at a meeting, adopt, amend, alter or repeal all or any part of the Bylaws of the Corporation, subject to the same power of the stockholders exercisable in the manner provided by law; except that after the adoption of the initial Bylaws, the Board of Directors shall not adopt, amend, alter or repeal a Bylaw fixing a quorum for meetings of stockholders, prescribing procedures for removing directors or filling vacancies in the Board of Directors or fixing the number of directors or their classifications, qualifications or the terms of office; provided, however, that the Board of Directors may adopt or amend a Bylaw to increase the number of directors, to the extent consistent with the Bylaws.

SIXTH: Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, as the same exists or as

that provision hereafter may be amended, supplemented or replaced, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability herein, shall be limited to the fullest extent permitted by the General Corporation Law as amended. Any repeal or modification of the foregoing provisions of this Article Seventh by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

EIGHTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law. Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

NINTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law, as the same exists or hereafter may be amended.

TENTH: Except as otherwise set forth in this Certificate of Incorporation, the Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this section Tenth.

ELEVENTH: The name and mailing address of the incorporator are as follows:

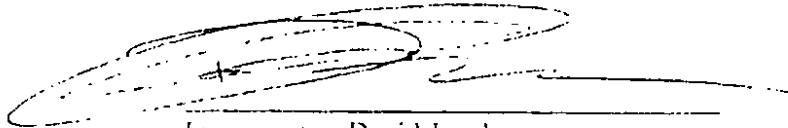
David Jacobsen
7809 Southtown Center #102
Bloomington, MN 55431-1324

TWELFTH: The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the person who is to serve as the initial director of the Corporation until the first annual meeting of stockholders of the Corporation is:

Name
David Jacobsen

Mailing Address
7809 Southtown Center #102
Bloomington, MN 55431-1324

IN WITNESS WHEREOF, the undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed on this 19th day of September, 2018.

A handwritten signature in black ink, appearing to read 'David Jacobsen', is written over a horizontal line.

Incorporator, David Jacobsen

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