

F15000004618

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

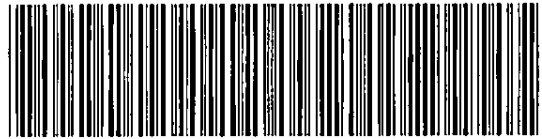
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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2024 JAN 31 PM 2:48
STATE

AB

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Magellan Solutions USA Inc

DOCUMENT NUMBER: F15000004618

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark Anthony K Dee
Name of Contact Person

Magellan Solutions USA Inc
Firm/ Company

2527 S. Harbor City Blvd
Address

Melbourne FL 32901
City/ State and Zip Code

mark.dee@magellangsa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark Anthony K Dee at (415) 722-6367
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

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Magellan Solutions USA Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

2024 JAN 31 PM 2:48

F15000004618

(Document Number of Corporation (if known))

STATE
FILE

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

We are changing the state from CA to Texas articles of incorporation. everything on our record under F15000004618

stays the same (e.g. Addresses and Officers).

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: 23 Jan 2024, if other than the date this document was signed.

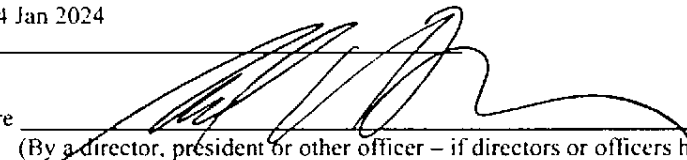
Effective date if applicable: 23 Jan 2024
(no more than 90 days after amendment file date)

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.

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

Dated 24 Jan 2024
Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mark Anthony K Dec

(Typed or printed name of person signing)

CEO/President

(Title of person signing)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Jane Nelson
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for MAGELLAN SOLUTIONS USA INC. (file number 803667119), a Domestic For-Profit Corporation, was filed in this office on June 25, 2020.

It is further certified that the entity status in Texas is in existence.

FILED
2024 JAN 31 PM 2:19
STATE OF TEXAS

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 23, 2024.



A handwritten signature in black ink that reads "Jane Nelson".

Jane Nelson
Secretary of State

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Ruth R. Hughs
Secretary of State

Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

MAGELLAN SOLUTIONS USA INC.
File Number: 803516027

Converting it to

MAGELLAN SOLUTIONS USA INC.
File Number: 803667119

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 06/25/2020

Effective: 06/25/2020



A handwritten signature in black ink, appearing to read "Ruth R. Hughs".

Ruth R. Hughs
Secretary of State

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In the Office of the
Secretary of State of Texas

JUN 25 2020

Corporations Section

**Certificate of Conversion of a
California Corporation
Converting to a
Texas Corporation**

1. The *Magellan Solutions USA Inc.*, organizational form, and jurisdiction of formation of the *converting* entity is:

a California C-Corporation
2. The California C-Corporation named above is converting to a Texas C-Corporation. The name, organizational form, and jurisdiction of formation (Texas) of the *converted* entity is:
Magellan Solutions USA Inc. a Texas C-Corporation.
3. A signed plan of conversion *is on file* at the principal place of business of the *converting* entity, and the address of the principal place of business is:

100 Old County Road Suite H, Brisbane CA 94005
4. A signed plan of conversion *will be on file* after the conversion at the principal place of business of the *converted* entity, and the address of the principal place of business is:

631 S. Royal Lane Suite 100, Coppell TX 75019
5. A copy of the plan of conversion will be on written request furnished without cost by the *converting entity before the conversion* or by the *converted entity after the conversion* to any owner or member of the converting entity or the converted entity.

RECEIVED

JUN 25 2020

Secretary of State

6. The converted entity is a Texas C-Corporation. The certificate of formation of the converted entity is attached to this certificate as an attachment or exhibit to this certificate of conversion.
7. The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.
8. This document becomes effective when the document is accepted and filed by the Texas Secretary of State.
9. In lieu of providing the tax certificate, the C-Corporation company as the converted entity is liable for the payment of any franchise taxes.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.


Mark A. K. Dee, CEO, Magellan Solutions USA Inc.

a California C-Corporation

Dated: 8 JUN 2020

Form 201
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$300



**Certificate of Formation
For-Profit Corporation**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

JUN 25 2020

Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a for-profit corporation. The name of the entity is:

MAGELLAN SOLUTIONS USA INC.

The name must contain the word "corporation," "company," "incorporated," "limited" or an abbreviation of one of these terms.

Article 2 – Registered Agent and Registered Office
(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of Registered Agent Solutions, Inc.

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix
C. The business address of the registered agent and the registered office address is:			
<u>1701 Directors Blvd, Suite 300</u>		<u>Austin</u>	<u>TX 78744</u>
Street Address		City	State Zip Code

Article 3 – Directors
(A minimum of 1 director is required.)

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

Director 1				
First Name	M.I.	Last Name	State	Suffix
<u>Mark Anthony</u>	<u>K</u>	<u>Dee</u>	<u>FL</u>	<u>USA</u>
<u>1900 S. Harbor City Blvd #217 Box 48</u>		<u>Melbourne</u>	<u>32901</u>	<u>USA</u>
Street or Mailing Address		City	State Zip Code	Country

Director 2					
Stacey	M	Dee			
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>		
1900 S. Harbor City Blvd #217 Box 48	Melbourne	FL	32951	USA	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>	

Director 3					
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>		
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>	

Article 4 – Authorized Shares

(Provide the number of shares in the space below, then select option A or option B, do not select both.)

The total number of shares the corporation is authorized to issue is: 100,000

A. The par value of each of the authorized shares is: \$30.00

OR
 B. The shares shall have no par value.

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, the par value (or statement of no par value), and the preferences, limitations, and relative rights of each class in the space provided for supplemental information on this form.

Article 5 – Purpose

The purpose for which the corporation is formed is for the transaction of any and all lawful business for which a for-profit corporation may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

This entity is being formed pursuant to a plan of conversion, converting Magellan Solutions USA Inc., a California For-Profit Corporation, to Magellan Solutions USA Inc., a Texas For-Profit Corporation.

The converting entity was formed in the State of California on 12/28/2012 with a principal business address of: 100 Old County Road Suite H, Brisbane CA 94005. The converted entity will have a principal business address of: 631 S. Royal Lane Suite 100, Coppell, TX 75019.

Organizer

The name and address of the organizer:

Mark A. K. Dee, CEO Magellan Solutions USA Inc.

Name

100 OLD COUNTY RD, SUITE H

BRISBANE

CA

94005

Street or Mailing Address

City

State

Zip Code

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

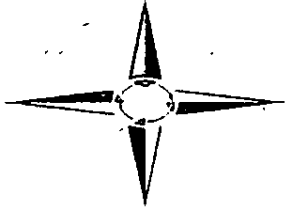
Date: 11 Jun 2020

Mark A K Dee

Signature of organizer

Mark A. K. Dee

Printed or typed name of organizer



solutions

**MINUTES OF 1ST ANNUAL MEETING OF BOARD OF DIRECTORS
TEXAS CORPORATION**

The annual meeting of the Board of Directors (BOD) of Magellan Solutions USA, Inc. (the "Corporation") was held on the date and time and at the place and prefixed to the minutes of this meeting.

There were present at the meeting Mark Dee, Stacey Dee and Faleign Garcia being all the members of the Board of Directors.

The meeting was called to order by Mark Dee President of the Magellan Solutions USA Inc Board of Directors. It was moved, seconded, and unanimously carried that N/A act as Temporary Chairperson and that N/A act as Temporary Secretary.

The meeting then proceeded to the election of officers. Upon nominations duly made and seconded, the following were unanimously elected officers of the Corporation, to serve for the ensuing year and until their successors are elected and qualify:

President: Mark Dee - 100% voting rights

Vice President: N/A

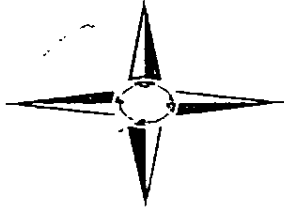
Secretary: Faleign Garcia – 0% voting rights

Treasurer: Stacey Dee – 0% voting rights

The President of the Corporation thereupon assumed the Chair, and the Secretary of the Corporation assumed his duties as Secretary of the meeting.

The Chairperson present to the meeting a copy of By Laws which Mark Dee had agreed to execute and advise that it was appropriate to authorize the execution and performance thereof by the Corporation. Upon motion duly made, seconded and unanimously carried, it was **RESOLVED**, that the terms, covenants and conditions of By Laws between The Board of Directors and the Corporation Presented to the meeting be, and they herby are, approved, and that a copy of said By Laws be annexed to the minutes the meeting, and the officers of the Corporation herby are authorized to execute and deliver said By Laws in the name and on behalf of the Corporation and to take such actions as may be necessary or advisable to perform the provisions of said By Laws.

The Chairperson presented to the meeting a copy of the Articles of Incorporations which the Board of Directors had agreed to execute and advised that it was appropriate to authorize the execution and performance thereof by the Corporation. Upon motion duly made, seconded, and unanimously carried, it was:



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RESOLVED, that the terms, covenants and conditions of the Articles of Incorporation between the Board of Directors and the Corporation presented to the meeting be, and they hereby are, approved, and that a copy of said Articles of Incorporation be annexed to the minutes of the meeting, and that the officers of the Corporation hereby are authorized to execute and deliver said By Laws in the name and on behalf of the Corporation and to take such actions as may be necessary or advisable to perform the provisions of said By Laws.

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Dated: 25 June 2020

Faleign Garcia, Secretary BOD