

F170000001501

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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((H23000143226 3)))



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To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : Vcorp SERVICES, LLC
Account Number : 120030000067
Phone : (845)425-0077
Fax Number : (845)818-3533

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SMART FOR LIFE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	29
Estimated Charge	\$35.00

2023 APR 17 PM 4:30

Electronic Filing Menu

Corporate Filing Menu

Help

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)

F17000001501

(Document number of corporation (if known))

1. Smart for Life, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. March 31, 2017
(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
Nevada
(New jurisdiction)

8. 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

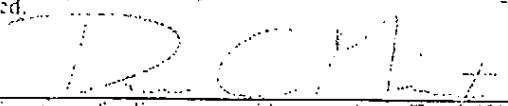
Signature of New Registered Agent, if changing

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

2023-04-17 19:19:14

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)

 Darren Minton
 (Typed or printed name of person signing)

 President
 (Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF CONVERSION OF "SMART FOR LIFE,
INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D.
2023, AT 1:45 O'CLOCK P.M.



6309637 \$100
SR# 20231472741

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: 203152784
Date: 04-17-23

State of Delaware
Secretary of State
Division of Corporations
Delivered: 01:45 PM 04/10/2023
FILED: 01:45 PM 04/10/2023
SR: 20231366842 - File Number: 6309637

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF SMART FOR LIFE, INC.
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY

(Pursuant to Section 266 of the
General Corporation Law of the State of Delaware)

Smart for Life, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the Corporation is Smart for Life, Inc. and the name under which it was originally incorporated is Bonne Santé Group, Inc.
2. The date of filing of its original certificate of incorporation with the Secretary of State is February 7, 2017.
3. The jurisdiction to which the Corporation shall convert to is the State of Nevada and the name under which the entity shall be known is Smart for Life, Inc.
4. The conversion has been approved in accordance with Section 266 of the General Corporation Law of the State of Delaware.
5. The Corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed to by the Secretary of State is 990 S Rogers Circle, Suite 3, Boca Raton, Florida 33487.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 10th day of April, 2023.

By: /s/ Darren C. Minton
Name: Darren C. Minton
Title: Chief Executive Officer

FRANCISCO V. AGUILAR
Secretary of State

GABRIEL DI CHIARA
Chief Deputy

STATE OF NEVADA**OFFICE OF THE
SECRETARY OF STATE**

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89501
Telephone (775) 684-5708
Fax (775) 684-7128
Nata Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 406
North Las Vegas, NV 89130
Telephone (702) 486-2886
Fax (702) 486-2885

Certified Copy

04/17/2023 11:02:46 AM

Work Order W2023041700885 - 2845576
Number:
Reference Number: 20233129659
Through Date: 04/17/2023 11:02:46 AM
Corporate Name: Smart for Life, Inc.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20233116428	Articles of Incorporation-For-Profit - 04/10/2023	4



Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State

Certified By: Electronically Certified
Certificate Number: B202304173579257
You may verify this certificate
online at <http://www.nvsos.gov>



FRANCISCO V. AGUILAR
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of <i>F. V. Aguilar</i> Secretary of State State of Nevada	Business Number E31164292023-7
	Filing Number 20233116428
	Filed On 4/10/2023 10:50:00 AM
	Number of Pages 4

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Profit Corporation

☒ NRS 78 - Articles of Incorporation Domestic Corporation ☐ NRS 80 - Foreign Corporation ☐ NRS 89 - Articles of Incorporation Professional Corporation

☐ 78A Formation - Close Corporation

(Name of Close Corporation MUST appear in the below heading)

Articles of Formation of _____ a close corporation (NRS 78A)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<p>1. Name of Entity: (If foreign, name in home jurisdiction)</p> <p>2. Registered Agent for Service of Process: (Check only one box)</p>	<p>Smart for Life, Inc.</p> <p><input checked="" type="checkbox"/> Commercial Registered Agent (name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entry (title and address below)</p> <p>Vcorp Agent Services, Inc.</p> <p>Name of Registered Agent OR Title of Office or Position with Entry _____</p> <p>Street Address _____ City _____ Nevada Zip Code _____</p> <p>Mailing Address (if different from street address) _____ City _____ Nevada Zip Code _____</p>
<p>2a. Certificate of Acceptance of Appointment of Registered Agent:</p>	<p>I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form</p> <p>x <u>Meriam Nachison</u> _____ 04/10/2023</p> <p>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date</p>
<p>3. Governing Board: (NRS 78A close corporation only, check one box; if yes, complete article 4 below)</p>	<p>This corporation is a close corporation operating with a board of directors <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Names and Addresses of the Board of Directors/ Trustees or Stockholders (NRS 78: Board of Directors/ Trustees is required) (NRS 78A: Required if the Close Corporation is governed by a board of directors. (NRS 89: Required to have the Original stockholders and directors. A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing. See instructions)</p>	<p>1) Darren C. Minton _____ United States Name Country 990 S Rogers Circle, Suite 3 _____ Boca Raton FL 33487 Street Address City State Zip/Postal Code</p> <p>2) _____ Name Country Street Address _____ City _____ State _____ Zip/Postal Code _____</p> <p>3) _____ Name Country Street Address _____ City _____ State _____ Zip/Postal Code _____</p>
<p>5. Jurisdiction of Incorporation: (NRS 80 only)</p>	<p>5a. Jurisdiction of incorporation: _____</p> <p>5b. I declare this entity is in good standing in the jurisdiction of its incorporation. <input type="checkbox"/></p>



FRANCISCO V. AGUILAR
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
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www.nvsilverflume.gov

Formation - Profit Corporation

Continued, Page 2

6. Benefit Corporation: (For NRS 78, NRS 78A, and NRS 89, optional. See instructions.)	By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field.		
7. Purpose/Profession to be practiced: (Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation. See instructions.)			
8. Authorized Shares: (Number of shares corporation is authorized to issue)	Number of Authorized shares with Par value: Number of Common shares with Par value: 500,000,000 Number of Preferred shares with Par value: 10,000,000 Number of shares with no par value: 0		Par value: \$ Par value: \$0.0001000000 Par value: \$0.0001000000
9. Name and Signature of: Officer making the statement or Authorized Signer for NRS 80. Name, Address and Signature of the Incorporator for NRS 78, 78A, and 80, NRS 89 - Each Organizer/ Incorporator must be a licensed professional.	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. Darren C. Minton Name 990 S Rogers Circle, Suite 3 Address Boca Raton City United States Country FL 33487 State Zip/Postal Code X (attach additional page if necessary)		

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

Continued on the attached.

ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
SMART FOR LIFE, INC.

The Articles of Incorporation of SMART FOR LIFE, INC. (the "Corporation") are hereby supplemented with the following additions to Article 8 and additional Articles 10-14.

ARTICLE 8 - AUTHORIZED SHARES

The total number of shares of capital stock which the Corporation shall have authority to issue is five hundred million (500,000,000) shares of common stock, \$0.0001 par value per share (the "Common Stock"), and ten million (10,000,000) shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock"). All Common Stock shall be of the same class and shall have the same rights and preferences. The Corporation shall have authority to issue the shares of Preferred Stock in one or more series with such rights, preferences and designations as determined by the Board of Directors of the Corporation. Authority is hereby expressly granted to the Board of Directors from time to time to issue Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Nevada Revised Statutes. Fully-paid stock of the Corporation shall not be liable to any further call or assessment.

ARTICLE 10 - AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Nevada, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE 11 - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding, to the full extent permitted by the Nevada Revised Statutes as such statutes may be amended from time to time.

ARTICLE 12 - LIABILITY OF DIRECTORS AND OFFICERS

No director or officer shall be personally liable to the Corporation or any of its stockholders for damages for any breach of fiduciary duty as a director or officer; *provided, however*, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) for the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article 12 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE 13 - ACQUISITION OF CONTROLLING INTEREST

The Corporation elects not to be governed by the terms and provisions of Sections 78.378 through 78.3793, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any provision of this Article 13 shall apply to or have any effect on any transaction involving acquisition of control by any person occurring prior to such amendment or repeal.

ARTICLE 14 - COMBINATIONS WITH INTERESTED STOCKHOLDERS

The Corporation elects not to be governed by the terms and provisions of Sections 78.411 through 78.444, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any provision of this Article 14 shall apply to or have any effect on any transaction with an interested stockholder occurring prior to such amendment or repeal.

FRANCISCO V. AGUILAR
Secretary of State

GABRIEL DI CHIARA
Chief Deputy

STATE OF NEVADA**OFFICE OF THE
SECRETARY OF STATE**

Commercial Recordings Division
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2250 Las Vegas Blvd North, Suite 406
North Las Vegas, NV 89030
Telephone (702) 486-2886
Fax (702) 486-2885

Certified Copy

04/17/2023 11:02:46 AM

Work Order Number: W2023041700885 - 2845576
Reference Number: 20233129659
Through Date: 04/17/2023 11:02:46 AM
Corporate Name: Smart for Life, Inc.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20233116497	Articles of Conversion - 04/10/2023	4



Certified By: Electronically Certified
Certificate Number B202304173579257
You may verify this certificate
online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of	Business Number
<i>Flanagan</i>	E23164292023-7
Secretary of State	Filing Number
State of Nevada	20233116497
	Filed On
	4/10/2023 10:50:00 AM
	Number of Pages
	4

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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☒ Conversion ☐ Exchange ☐ Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:
(Constituent, Acquired
or Merging)

Entity Name:

Smart for Life, Inc.

Jurisdiction: Delaware

Entity Type: corporation

If more than one entity being acquired or merging please attach additional page.

2. Entity Information:
(Resulting, Acquiring
or Surviving)

Entity Name:

Smart for Life, Inc.

Jurisdiction: Nevada

Entity Type: corporation

3. Plan of Conversion,
Exchange or Merger:
(select one box)

- ☐ The entire plan of conversion, exchange or merger is attached to these articles.
- ☒ The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200).
- ☐ The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)

4. Approval:
(If more than one entity
being acquired or
merging please attach
additional approval
page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- ☐ A. Owner's approval was not required from the:
- ☐ Acquired/merging
 - ☐ Acquiring/surviving
- ☐ B. The plan was approved by the required consent of the owners of:
- ☐ Acquired/merging
 - ☐ Acquiring/surviving
- ☐ C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160):
- Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
- ☐ Acquired/merging
 - ☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

5. Effective Date and
Time: (Optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



BARBARA K. CEGAUSKE
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Carson City, Nevada 89701-4201
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www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☒ Conversion ☐ Exchange ☐ Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

4. Approval Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- ☐ A. Owner's approval was not required from the:
- ☐ Acquired/merging
 - ☐ Acquiring/surviving

- ☐ B. The plan was approved by the required consent of the owners of:
- ☐ Acquired/merging
 - ☐ Acquiring/surviving

- ☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

- ☐ Acquired/merging
- ☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

4. Approval Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- ☐ A. Owner's approval was not required from the:
- ☐ Acquired/merging
 - ☐ Acquiring/surviving

- ☐ B. The plan was approved by the required consent of the owners of:
- ☐ Acquired/merging
 - ☐ Acquiring/surviving

- ☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

- ☐ Acquired/merging
- ☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
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 Website: www.nvsos.gov
www.nvsilverflume.gov

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

6. Forwarding Address for Service of Process:

(Conversion and Mergers
 only, if resulting/surviving
 entity is foreign)

Name

Country

Care of:

Address

City

State Zip/Postal Code

7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):

(Merger only) **

** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

8. Declaration: (Exchange and Merger only)

Exchange:

- ☐ The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

Merger: (Select one box)

- ☐ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

9. Signature Statement: (Required)

☒ Conversion:

A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Smart for Life, Inc.

Name of constituent entity



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov
www.nvsilverflume.gov

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

9. Signature
 Statement
 Continued: (Required)

☐ **Exchange:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)

Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.

The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

☐ **Merger:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).

The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s):
 (Required)

Name of acquired/merging entity

X

Signature (Exchange/Merger)

Title

Date

If more than one entity being acquired or merging please attach additional page of information and signatures.

Name of acquiring/surviving entity

X

Signature (Exchange/Merger)

Title

Date

X

Signature of Constituent Entity (Conversion)

CEO

Title

04/10/2023

Date

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)