

F18000003119

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

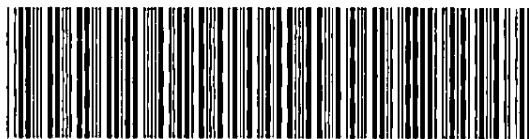
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 MAR -5 A 9 10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03/06/19--03/06/19--03/06/19
\$85.00

RECEIVED
19 MAR -6 AM 11:27
TALLAHASSEE, FLORIDA

MAR 07 2019

T. LEMIEUX

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 3/6/2009

****WALK IN****

ENTITY NAME CORNERSTONE PARKING GROUP, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED 35.00

CHECK # 5852

Please call Tina at the above number for any issues or concerns. Thank you so much!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cornerstone Parking Group, Inc.

Name of Corporation

DOCUMENT NUMBER: F18000003119

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Name of Contact Person

Harbor Compliance

Firm/Company

1830 Colonial Village Lane

Address

Lancaster, PA 17601

City/State and Zip Code

filing@harborcompliance.com

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

For further information concerning this matter, please call:

Harbor Compliance

at (717) 723-9317

Name of Contact Person

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

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)

F18000003119

(Document number of corporation (if known))

1. Cornerstone Parking Group, Inc.

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

2. Minnesota

(Incorporated under laws of)

3. 7/6/2018

(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? N/A

5. N/A

(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.

N/A

(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.

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

Jay P. Micholic

(Typed or printed name of person signing)

Owner/CEO

(Title of person signing)

FILED
2018 JUN -6 AM 9:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 "CORNERSTONE PARKING GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2017, AT 12:19 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2017, AT 12:19 O'CLOCK P.M.

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



6626340 8100H
SR# 20190081371

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

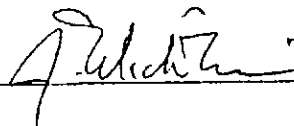
A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202024236
Date: 01-04-19

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 July 13, 2006.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Cornerstone Parking Group, Inc..
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Cornerstone Parking 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 21st day of November, A.D. 2017.

By: 

Name: Jay Micholic
Print or Type

Title: President
Print or Type

**CERTIFICATE OF INCORPORATION
OF
CORNERSTONE PARKING GROUP, INC.**

**ARTICLE 1.
NAME**

The name of the corporation is Cornerstone Parking Group, Inc. (the "Corporation").

**ARTICLE 2.
REGISTERED OFFICE**

The Corporation's registered office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, Dover, Delaware 19904, Kent County. The name of its registered agent at such address is National Registered Agents, Inc.

**ARTICLE 3.
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

**ARTICLE 4.
AUTHORIZED SHARES**

The Corporation shall be authorized to issue two classes of shares, each of which to be designated common stock - (i) Class A Voting common stock and (ii) Class B Non-Voting common stock. The total number of shares of Class A Voting common stock the Corporation is authorized to issue is ten thousand (10,000) shares with a par value of \$0.0001 per share. Each holder of Class A Voting common stock, as such, shall be entitled to one vote for each share of Class A Voting common stock held of record by such holder on all matters on which shareholders generally are entitled to vote. The total number of shares of Class B Non-Voting common stock the Corporation is authorized to issue is one thousand (1,000) shares with a par value of \$0.0001 per share. The holders of Class B Non-Voting common stock shall have no voting power and shall not be entitled to vote on any matter on which shareholders are entitled to vote. Except as otherwise provided herein, Class B Non-Voting common stock shall in all other respects carry the same rights and privileges as Class A Voting common stock (including with respect to dividends and with respect to distributions upon any dissolution, liquidation or winding up of the Corporation) and be treated the same as Class A Voting common stock in the result of any merger, consolidation, share exchange, reclassification or other similar transaction (but not related the vote to enter into any of the foregoing).

**ARTICLE 5.
BOARD OF DIRECTORS AND OFFICERS**

Immediately upon incorporation of the Corporation, Jay P. Micholic shall serve as the sole member of the initial Board of Directors of the Corporation until his respective successor is

duly elected or until his earlier death, resignation, or removal. The number of directors sitting on the Board 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.

Immediately upon incorporation of the Corporation, Jay P. Micholic shall serve as the Chief Executive Officer and Chief Financial Officer of the Corporation until his respective successor is duly elected, or until his earlier death, resignation, or removal. The number and titles of officers of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Appointment of officers need not be by written action unless the Bylaws of the Corporation shall so provide.

ARTICLE 6. BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 7. LIMITATION OF DIRECTORS' LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for 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 that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article 7 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended. Any amendment, repeal or modification of the foregoing provisions of this Article 7 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.

ARTICLE 8. INDEMNIFICATION

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which Delaware 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 Delaware General Corporation Law, subject only to limits created by applicable Delaware General Corporation Law (statutory or

non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others. Any amendment, repeal or modification of the foregoing provisions of this Article 8 shall not adversely affect any right or protection of a director, officer, agent, or other person 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, officer or agent occurring prior to, such amendment, repeal or modification.

ARTICLE 9.
AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE 10.
INCORPORATOR

The name and mailing address of the incorporator is:

Jay P. Micholic
Cornerstone Parking Group, Inc.
1960 Cliff Lake Road, Suite 129
St. Paul, MN 55122

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 21st day of November, 2017.

A handwritten signature in black ink, appearing to read "J. Micholic", written over a horizontal line.

Jay P. Micholic, Incorporator