

F19 000004586

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

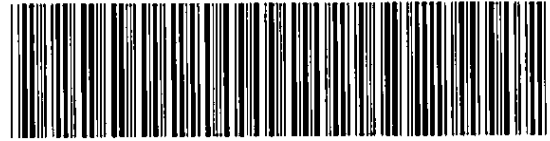
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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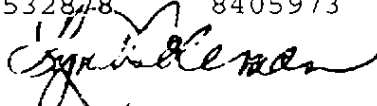


2023 APR 10 AM 11:45

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RECEIVED

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

ACCOUNT NO. : I20000000195  
REFERENCE : 532878 8405973  
AUTHORIZATION :   
COST LIMIT : \$ 35.00

ORDER DATE : February 28, 2023  
ORDER TIME : 10:38 AM  
ORDER NO. : 532878-010  
CUSTOMER NO: 8405973

FOREIGN FILINGS

NAME: RARESTEP, 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: \_\_\_\_\_

**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)**

F19000004586

(Document number of corporation (if known))

1. Rarestep, Inc.

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

2. Alabama

(Incorporated under laws of)

3. 9/23/2019

(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. 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)

Jonathan Sides  
 \_\_\_\_\_  
 (Typed or printed name of person signing)

CFO  
 \_\_\_\_\_  
 (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 THAT THE ATTACHED IS A TRUE AND  
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN ALABAMA  
CORPORATION UNDER THE NAME OF "RARESTEP, INC." TO A DELAWARE  
CORPORATION, FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER,  
A.D. 2020, AT 8:14 O`CLOCK A.M.



4015241 8100V  
SR# 20231183893

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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.

Jeffrey W. Bullock, Secretary of State

Authentication: 203022645  
Date: 03-28-23

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:14 AM 10/30/2020  
FILED 08:14 AM 10/30/2020  
SR 20208131815 - File Number 4015241

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 Alabama.
2. The jurisdiction immediately prior to filing this Certificate is Alabama.
3. The date the Non-Delaware Corporation first formed is May 12, 2011.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Rarestep, Inc.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Rarestep, 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 30th day of October, 2020.

By: s/ Anthony Summerville

Name: Anthony Summerville

Title: Chief Executive Officer

# 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 FORMATION OF "RARESTEP, INC.", FILED  
IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2020, AT  
8:14 O'CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

4015241 8100  
SR# 20231183893

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203022646  
Date: 03-28-23

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:14 AM 10/30/2020  
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SR 20208131815 - File Number 4015241

**CERTIFICATE OF INCORPORATION  
OF  
RARESTEP, INC.**

The undersigned, in order to form a corporation pursuant to Sections 101 and 102 of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

**ARTICLE I**

The name of the corporation is **Rarestep, Inc.** (the "Company").

**ARTICLE II**

The address of the Company's registered office in the State of Delaware is 919 North Market Street, Suite 950, in the city of Wilmington, New Castle County, Delaware, 19801. The name of the Company's registered agent at such address is InCorp Services, Inc.

**ARTICLE III**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE IV**

The total number of shares of which the Company shall have the authority to issue shall consist of 580,925 shares of Common Stock, \$0.0001 par value per share and 107,932 shares of Preferred Stock, \$0.0001 par value per share, 61,749 of which is hereby designated as the Company's "Series A Preferred Stock" and 46,183 of which is hereby designated as the Company's "Series A-1 Preferred Stock."

**ARTICLE V**

The name and mailing address of the sole incorporator is as follows:

**NAME**

**ADDRESS**

Christopher W. Collins

Morris, Manning & Martin, LLP  
1600 Atlanta Financial Center  
3343 Peachtree Road, NE  
Atlanta, Georgia 30326

**ARTICLE VI**



Except as otherwise provided in this Certificate of Incorporation, 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 Company.

#### **ARTICLE VII**

The number of directors of the Company shall be determined in the manner set forth in the Bylaws of the Company.

#### **ARTICLE VIII**

Elections of directors need not be by written ballot unless the Bylaws of the Company shall so provide.

#### **ARTICLE IX**

A director of the Company shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the DGCL as currently in effect or as the same may be hereafter amended. If the DGCL is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. No amendment, modification or repeal of this Article IX shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

#### **ARTICLE X**

The Company 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.

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 30th day of October, 2020.

/s/ Christopher W. Collins  
Christopher W. Collins, Incorporator