

F99000005095

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

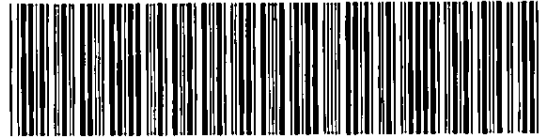
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer

Office Use Only



100355159301

RECEIVED  
2020 NOV 13 PM 1:08  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
FILE

SULKEP  
NOV 16 2020

FILED  
2020 NOV 13 AM 8:11  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

**Sunshine State Corporate Compliance Company**

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/13/2020

**\*\*WALK IN\*\***

ENTITY NAME ELECTROSONIC INC.

DOCUMENT NUMBER \_\_\_\_\_

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

XXXX

*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

ACCOUNT #: I20160000072

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

**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)**

F99000005095

(Document number of corporation (if known))

1. Electrosonic, Inc.

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

2. Minnesota

(Incorporated under laws of)

3. 9/30/1999

(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)

FILED  
2020 NOV 13 AM 9:11  
STATE OF FLORIDA  
TALLAHASSEE

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: \_\_\_\_\_

(City)

Florida

(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

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.

DocuSigned by:  
*Ewan Smith*  
 72302CCAF3F4E495

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

\_\_\_\_\_  
Ewan Smith  
(Typed or printed name of person signing)

\_\_\_\_\_  
President  
(Title of person signing)

**FILING FEE \$35.00**

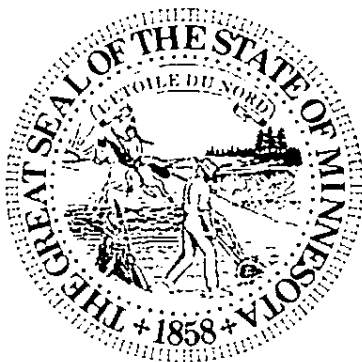
## Office of the Minnesota Secretary of State Certification of Record

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

**Filing(s) filed on:**

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
11/12/2020	Conversion Filing to Other Jurisdiction - Business Corporation (Domestic)	1192554600045

This certificate has been issued on: 11/12/2020



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota



ARTICLES OF CONVERSION  
OF  
ELECTROSONIC, INC.,  
a Minnesota corporation  
TO  
ELECTROSONIC, INC.,  
a Delaware corporation

These Articles of Conversion relate to the conversion of Electrosonic, Inc., a Minnesota corporation, to Electrosonic, Inc., a Delaware corporation, and are adopted pursuant to the provisions of Minnesota Statutes, Section 302A.686.

1. The name of the organization before the conversion is Electrosonic, Inc., a Minnesota corporation (the "Converting Organization").
2. The name of the converted organization after the conversion shall be Electrosonic, Inc., a Delaware corporation (the "Converted Organization").
3. The Conversion shall become effective upon filing of a Certificate of Conversion with the Delaware Secretary of State (the "Effective Date"). After the conversion, the Converted Organization will be a foreign business corporation organized under the General Corporation Law of the State of Delaware.
4. The Plan of Conversion, attached hereto as Exhibit A and incorporated herein by reference, and the conversion has been approved by the Converting Organization in accordance with Minnesota Statutes, Chapter 302A.
5. The conversion was approved as required by the General Corporation Law of the State of Delaware.
6. The terms and conditions of the conversion, including the manner and basis of converting each share in the Converting Organization into shares of stock in the Converted Organization, are set forth in the Plan of Conversion.
7. The Certificate of Incorporation of the Converted Organization, will serve as the Certificate of Incorporation for the Converted Organization.
8. The Converted Organization consents to the jurisdiction of the courts of the State of Minnesota to enforce any debt, obligation, or other liability for which the Converting Organization is liable if, before the conversion, the Converting Organization was subject to suit in the State of Minnesota on the debt, obligation, or other liability.
9. The Converted Organization irrevocably appoints the Secretary of State of the State of Minnesota as its agent for service of process. The address to which the Secretary of State may forward any process is: 4501 Vineland Road, Suite 105, Orlando, FL 32811.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the  
Converting Organization, has executed these Articles of Conversion this 10th day of November, 2020.

**ELECTROSONIC, INC.,**  
a Minnesota corporation

DocuSigned by:  
*Ewan Smith*  
22302CCA73FE463

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By: Ewan Smith  
Its: President

70556205.1

**EXHIBIT A**

**Plan of Conversion**

*[See Attached]*



**PLAN OF CONVERSION  
OF  
ELECTROSONIC, INC.,  
a Minnesota corporation  
TO  
ELECTROSONIC, INC.,  
a Delaware corporation**

This Plan of Conversion is entered into by Electrosonic, Inc., a Minnesota corporation, which desires to convert to Electrosonic, Inc., a Delaware corporation, effective as of November 10, 2020:

1. Converting Organization. The name of the converting organization before the conversion is Electrosonic, Inc., a Minnesota corporation (the "Converting Organization"), governed by the Minnesota Business Corporation Act (the "Act").
2. Converted Organization. After the conversion, the name of the converted organization shall be Electrosonic, Inc., a Delaware corporation (the "Converted Organization"), governed by the Delaware General Corporation Law.
3. Terms and Conditions of the Conversion. By virtue of the Conversion and without any action on the part of the Converting Organization or any holder of any share of stock of the Converting Organization, each one (1) share of voting common stock of the Converting Organization, issued and outstanding immediately prior to the Effective Date, shall be converted and each share of stock will be exchanged for .001 shares of the validly issued, fully paid and non-assessable shares of voting common stock in the Converted Organization.
4. Organizational Documents. The Certificate of Incorporation of the Converted Organization shall be the Certificate of Incorporation of the Converted Organization. The Bylaws of the Converting Organization shall terminate on the Effective Date and shall be superseded and replaced by the Bylaws of the Converted Organization.
5. Effective Date. The conversion shall become effective upon filing of the Certificate of Conversion and the Certificate of Incorporation with the Delaware Secretary of State (the "Effective Date"). After the conversion, the Converted Organization will be a domestic business corporation organized under the General Corporation Law of the State of Delaware.
6. Directors of the Converted Organization. Immediately upon the Effective Date, the following person shall serve as the sole member of the Board of Directors of the Converted Organization:

Sonny Bangar

7. Officers of the Converted Organization. Immediately upon the Effective Date, the following persons shall serve as officers of the Converted Organization in the offices set forth opposite their respective names:

<u>Name</u>	<u>Offices</u>
Ewan Smith	President
Sonny Bangar	Chief Financial Officer, Vice President, Treasurer and Secretary

8. Continuation. As of the Effective Date, the Converted Organization shall possess all rights, privileges, powers, franchises, assets, property and immunities of the Converting Organization. The title to any real property or any interest therein vested by deed or otherwise in the Converting Organization shall remain vested in the Converted Organization. All rights of creditors, and all liens upon any property of Converting Organization, shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all other debts, liabilities, and duties of the Converting Organization shall continue as obligations of the Converted Organization.

9. Further Assurances. If at any time upon or after the Effective Date, the Converted Organization shall determine or be advised that any instrument of further assurance is needed in order to evidence the continued vesting in it of the title of the Converting Organization to any of the property rights of the Converting Organization, the appropriate officers or directors of the Converted Organization and the Converting Organization are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all acts or things, in the name of the Converted Organization and the Converting Organization, as may be required or desirable to carry out the provisions of this Plan of Conversion.



**Work Item 1192554600045**  
**Original File Number 2E-740**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
11/12/2020 11:59 PM

*Steve Simon*

Steve Simon  
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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A MINNESOTA CORPORATION UNDER THE NAME OF "ELECTROSONIC, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 2020, AT 10:25 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

4114921 8100F  
SR# 20208355288

Authentication: 204066350  
Date: 11-12-20

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

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:25 AM 11/12/2020  
FILED 10:25 AM 11/12/2020  
SR 20208355288 - File Number 4114921

**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  
OF  
ELECTROSONIC, INC.**

1. The jurisdiction where the Non-Delaware Corporation first formed is Minnesota.
2. The jurisdiction of the Non-Delaware Corporation immediately prior to filing this Certificate is Minnesota.
3. The date the Non-Delaware Corporation first formed is November 9, 1972.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Electrosonic, Inc. The type of entity of the Non-Delaware Corporation immediately prior to filing this Certificate is a Minnesota corporation.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Electrosonic, Inc.
6. This Certificate shall become effective upon filing with the Delaware Secretary of State.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 10th day of November, 2020.

**ELECTROSONIC, INC.,**  
a Minnesota corporation

DocuSigned by:  
*Ewan Smith*  
22332CCAF3FE483...  
By: Ewan Smith  
Its: President

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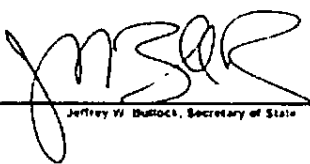
# Delaware

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 INCORPORATION OF  
"ELECTROSONIC, INC." FILED IN THIS OFFICE ON THE TWELFTH DAY  
OF NOVEMBER, A.D. 2020, AT 10:25 O'CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

4114921 8100F  
SR# 20208355288

Authentication: 204066350  
Date: 11-12-20

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

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:25 AM 11/12/2020  
FILED 10:25 AM 11/12/2020  
SR 20208355283 - File Number 4114921

**CERTIFICATE OF INCORPORATION  
OF  
ELECTROSONIC, INC.**

The undersigned, being of full age, for the purpose of forming a corporation under and pursuant to the Delaware General Corporation Law, as amended, hereby adopts the following Certificate of Incorporation:

**ARTICLE 1 - NAME**

The name of the corporation is Electrosonic, Inc.

**ARTICLE 2 - REGISTERED OFFICE AND AGENT**

The registered office of the corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE 3 - PURPOSES**

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

**ARTICLE 4 - CAPITAL STOCK**

4.1) The aggregate number of shares the corporation has authority to issue shall be Five Thousand (5,000) shares of Common Stock, \$1.00 par value.

4.2) No holder of shares of the corporation of any class now or hereafter authorized has any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

4.3) No holder of shares of the corporation of any class now or hereafter authorized shall be entitled to cumulative voting.

**ARTICLE 5 - MEETINGS AND BOOKS**

5.1) Meetings of the stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. Elections of directors need not be by written ballot unless and except to the extent that the Bylaws so provide. Any action required to or which may be taken at a meeting of stockholders of the corporation may be taken without a meeting if authorized by a



writing signed by all of the holders of shares who would be entitled to vote upon the action at a meeting for such purpose.

5.2) The books of the corporation may be kept within or (subject to any provision contained in the statutes) 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.

#### **ARTICLE 6 - INCORPORATOR**

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

Annette Peterson-Igbinovia  
Fredrikson & Byron P.A.  
2000 South 6<sup>th</sup> Street, Suite 4000  
Minneapolis, MN 55402

#### **ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY**

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article 7 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 such repeal or modification.

#### **ARTICLE 8 - INDEMNIFICATION**

8.1) The corporation shall indemnify, to the fullest extent authorized or permitted by law as now enacted or hereafter amended, 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, officer, employee or agent of the corporation or by reason of the fact that such person, at the request of the corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, as a director, officer, employee or agent.

8.2) The corporation shall, to the fullest extent authorized or permitted by law as now enacted or hereafter amended, pay the expenses (including attorneys' fees) incurred by persons identified in the preceding Section 8.1 in defending such action, suit or proceeding in advance of the final disposition of the same.

8.3) The rights conferred on any person pursuant to this Article 8 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statutes, Bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

8.4) The Board of Directors may authorize the purchase and maintenance of insurance for the purpose of such indemnification or other rights granted pursuant to this Article 8, against expense liability or loss, whether or not the corporation would have the power to indemnify such persons against such expense, liability or loss under the Delaware General Corporation Law, as now enacted or hereafter amended.

8.5) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 8 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### **ARTICLE 9 - BYLAWS**

The Board of Directors is expressly authorized to make and alter Bylaws of this corporation, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by the General Corporation Law of Delaware.

*[Signature page follows]*

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is her act and deed and the facts herein stated are true, and accordingly has hereunto set her hand this 10<sup>th</sup> day of November, 2020.

/s/ Annette Peterson-Igbinovia  
Annette Peterson-Igbinovia, Incorporator

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