

L15000014297

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

(Business Entity Name)

(Document Number)

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2019 JAN 30 PM 4:52

FOR CLERK OF STATE
TALLAHASSEE, FL

C. GOLDEN

FEB - 4 2019

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CURZIO CAPITAL, L.L.C.

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Simon Riveles

Contact Person

Riveles Wahab, LLP

Firm/Company

60 Broad Street, 25th Fl, Suite 2510B

Address

New York, NY 10004

City, State and Zip Code

Simon@riveleslawgroup.com

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

For further information concerning this matter, please call:

Simon Riveles

Name of Contact Person

at (212) 785-0076

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CR2E106 (05/17)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 15, 2019

SIMON RIVELES
60 BROAD STREET
25TH FLOOR - SUITE 2510B
NEW YORK, NY 10004

SUBJECT: CURZIO CAPITAL, L.L.C.
Ref. Number: L15000014297

We have received your document and check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Ciareth Golden
Regulatory Specialist II

Letter Number: 419A00001182

11:11:11
2019 JAN 15

Articles of Conversion
For
Florida Limited Liability Company
Into
"Converted or Other Business Entity"

FILED

2019 JAN 30 PM 4:52

DEPT. OF STATE
TALLAHASSEE, FL

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

CURZIO CAPITAL, L.L.C.

Enter Name of Florida Limited Liability Company

2. The name of the "Converted or Other Business Entity" is:

CURZIO RESEARCH, INC.

Enter Name of "Converted or Other Business Entity"

3. The "Converted or Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

The formation document is attached (if applicable).

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: January 2, 2019
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

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.

6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":

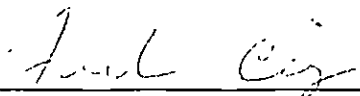
a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 2900 EASTWIND DRIVE
FERNANDINA BEACH, FL 32034

Mailing Address: 2900 EASTWIND DRIVE
FERNANDINA BEACH, FL 32034

7. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 4th day of January, 2019

Signature: 
Must be signed by a Member or Authorized Representative

Printed Name: Frank Curzio Title: Chief Executive Officer

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)

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 INCORPORATION OF "CURZIO RESEARCH, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 2019, AT 1:19 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



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.

7219539 8100
SR# 20190014955

Authentication: 202008538
Date: 01-02-19

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

STATE of DELAWARE
CERTIFICATE of INCORPORATION
OF
CURZIO RESEARCH, INC.

FIRST: The name of the corporation is **Curzio Research, Inc.**

SECOND: The address of the corporation's registered office in the State of Delaware is 2140 South DuPont Highway, in the City of Camden, County of Kent, Delaware 19934. The name of its registered agent at such address is Paracorp Incorporated.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware as the same exists or may hereafter be amended (the "**DGCL**").

FOURTH: The amount of the total stock of this Corporation is authorized to issue is as follows:

1. Authorized Shares. The Corporation shall be authorized to issue 20,000,000 shares of all classes, consisting of (i) 15,000,000 shares of Common Stock, \$0.0001 par value (the "Common Stock"), and (ii) 5,000,000 shares of Preferred Stock, \$0.0001 par value (the "Preferred Stock").

2. Common Stock. Each share of Common Stock shall be identical in all respects and for all purposes and entitled to: one vote in all proceedings in which action may or is required to be taken by stockholders of the Corporation; participate equally in all dividends payable with respect to the Common Stock, as, if and when declared by the Board of Directors of the Corporation (the "Board") subject to any preference in favor of any class or series of Preferred Stock; and share ratably in all distributions of assets of the Corporation in the event of any voluntary or involuntary liquidation, or winding up of the affairs of the Corporation, subject to any rights and preferences in favor of any class or series of Preferred Stock.

3. Preferred Stock. With respect to the 5,000,000 shares of undesignated Preferred Stock as of the date hereof, the Board shall have authority to the fullest extent permitted under the DGCL, but subject to all contractual restrictions to which it is bound, to adopt by resolution from time to time one or more Certificates of Designation providing for the designation of one or more series of Preferred Stock, and such designations, limitations, voting rights (if any) and restrictions thereof, and to fix or alter the number of shares comprising any such series, subject to any requirements of the DGCL, all contractual restrictions by which the Corporation is bound and this Certificate of Incorporation, as amended from time to time.

The authority of the Board with respect to each such series shall include, without limitation of the foregoing, the right to determine and fix the

following preferences and powers, which may vary as between different series of Preferred Stock:

(i) the distinctive designation of such series and the number of shares to constitute such series;

(ii) the rate at which any dividends on the shares of such series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;

(iii) the right or obligation, if any, of the Corporation to redeem shares of the particular series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(iv) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(v) the terms and conditions, if any, upon which shares of such series shall be convertible into, or exchangeable for, shares of capital stock of any other series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(vi) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(vii) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any series of Preferred Stock; and limitations, if any, on the issuance of additional shares of such series or any shares of any other series of Preferred Stock.

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

Simon Riveles
Riveles Wahab LLP
60 Broad Street, Suite 2510-B
New York, NY 10004

SIXTH: Subject to any additional vote required by the Certificate of Incorporation or bylaws of the corporation, 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.

SEVENTH: Subject to any additional vote required by the Certificate of Incorporation, the number of directors of the corporation shall be determined in the manner set forth in the bylaws of the corporation.

EIGHTH: Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the bylaws of the corporation may provide. The books of the corporation may be kept outside of the State of Delaware at such place or places as may be designated from time to time by the board of directors of the corporation or in the bylaws of the corporation.

TENTH: To the fullest extent permitted by law, 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. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article Tenth 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 DGCL as so amended.

Any repeal or modification of the foregoing provisions of this Article Tenth 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, 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.

ELEVENTH: To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which the DGCL 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 DGCL.

Any amendment, repeal or modification of the foregoing provisions of this Article Eleventh shall not adversely affect any right or protection of any director, officer or other agent of the corporation existing at the time of such amendment, repeal or modification.

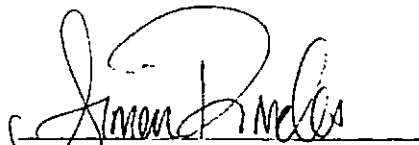
TWELFTH: Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL or this Certificate of Incorporation or the bylaws of the corporation or (iv) any action asserting a claim governed by the internal affairs doctrine.

THIRTEENTH: Except as otherwise provided in this 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 to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the

manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article THIRTEENTH.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 2nd day of January, 2019.


Simon Riveles
Incorporator