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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

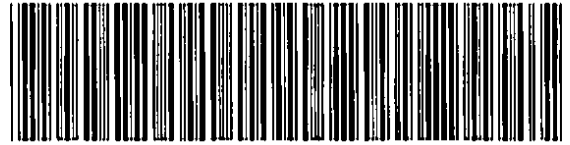
(Business Entity Name)

(Document Number)

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

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Office Use Only



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03/25/19--01010--022 \*\*25.03

R. WHITE  
APR 05 2019

FILED  
2019 MAR 25 PM 3:45  
NOTED  
TALLAHASSEE FL

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Juice Holdings, LLC

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:

Paul Mascia

Contact Person

Firm/Company

15054 Evergreen Oak Loop

Address

Winter Garden, Florida 34787

City, State and Zip Code

pmascia@humbl.com

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

For further information concerning this matter, please call:

Paul Mascia

Name of Contact Person

at ( 321 ) 663-3909

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

FILED

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

2019 MAR 25 PM 3:45

STATE OF FLORIDA  
ALL IN SEE 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:

Juice Holdings, LLC

Enter Name of Florida Limited Liability Company

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

Humbl International, 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: 12/28/19

(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: 15054 Evergreen Oak Loop  
Winter Garden, Florida 34787

Mailing Address: 15054 Evergreen Oak Loop  
Winter Garden, Florida 34787

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 20th day of March, 2019

Signature: 

Must be signed by a Member or Authorized Representative

Printed Name: Paul Mascia Title: Manager

**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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HUMBL INTERNATIONAL, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2018, AT 12:38 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 in a small font.

7214893 8100F  
SR# 20188408419

Authentication: 204204674  
Date: 12-31-18

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

**STATE of DELAWARE**  
**CERTIFICATE of INCORPORATION**  
**A STOCK CORPORATION**

- **First:** The name of this Corporation is **Humbl International, Inc.**
- **Second:** Its registered office in the State of Delaware is to be located at 8 The Green, Suite A, in the City of Dover, County of Kent, 19901. The registered agent in charge thereof is A Registered Agent, Inc.
- **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.
- **Fourth:** This corporation is authorized to issue the following shares of capital stock:
  - (a) **Common Stock.** The aggregate number of shares of common stock which the corporation shall have authority to issue is 250,000,000 with a par value of \$.0001 per share.

Holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of common stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of common stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the board of Directors out of funds legally available therefore, subject to any prior rights accruing to any holders of preferred stock of the Company. Upon liquidation or dissolution of the Company, holders of shares of common stock will be entitled to share proportionally in all assets available for distributions to such holders.

- (b) **Preferred Stock.** The aggregate number of shares of blank check preferred stock which the corporation shall have authority to issue is 10,000,000 with a par value of \$.0001 per share.

The terms, preferences, limitations and relative rights of the preferred stock are as follows:

- (i) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of preferred stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not

stated and express in this Certificate of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

1. the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (but not above the total number of authorized shares of preferred stock and, except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;
2. the rate of dividends payable on shares of such series, the times of payments, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;
3. whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;
4. the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;
5. the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of common stock or shares of any other class or series of preferred stock and the terms and conditions of such conversion or exchange; and
6. the rights, if any, of the holders of shares of such series to vote.

(ii) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of preferred stock shall be of equal rank and shall be identical, and each share of series shall be identical in all respects with the other shares of the same series.

- **Fifth:** The name and mailing address of the incorporator are as follows:  
Name: Paul N. Mascia  
Mailing Address: 15054 Evergreen Oak Loop  
Winter Garden, Florida 34787

**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, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 22 day of December 2018.

By: Paul N. Mascia  
Paul N. Mascia, Incorporator