

L18000229475

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

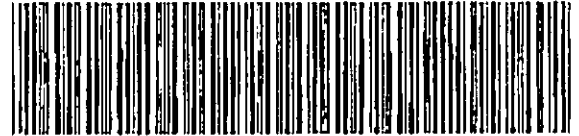
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Office Use Only



400324829094

FILED

19 FEB 15 AM 9:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19 FEB 14 PM 2:19

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017
Date: 2-14-19
Requestor Name: Carlton Fields
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 513-3619 - direct
(850) 224-1585
Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO
DEDUCT FROM ACCOUNT

\$ 60.00

Corporation Name: Zing Rides, LLC
Email Address: _____
Entity Number: L18000229475
Authorization: Kim Pullen

Conversion

☒ Certified Copy

☐ New Filings

☐ Fictitious Name

☐ Plain Stamped Copy

☐ Amendments

☒ Certificate of Status

☐ Annual Report

☐ Registration

(X) Call When Ready

(X) Walk In

(X) Call if Problem

() Will Wait

() After 4:30

(X) Pick Up

CF Internal Use Only

Client: 13523 Matter: 36439

Name: M. Ryder Office: MIA

**ARTICLES OF CONVERSION
FOR A FLORIDA LIMITED LIABILITY COMPANY
INTO AN OTHER BUSINESS ENTITY
(Pursuant to Florida Statutes §605.1045)**

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

1. The name of the Florida Limited Liability Company immediately prior to the filing of the Articles of Conversion is Zing Rides, LLC (the "Florida Limited Liability Company").
2. The Florida Limited Liability Company was first incorporated in the State of Florida pursuant to the Articles of Organization as filed with the Secretary of State of the State of Florida on September 27, 2018, with an effective date of September 27, 2018, under document number L18000229475.
3. The name of the "Other Business Entity" as set forth in the attached Certificate of Incorporation is Zing Rides, Inc., a Delaware corporation (the "Company"), organized under the laws of the State of Delaware.
4. The effective date of the filing of these Articles of Conversion will be the date of the filing with the Florida Secretary of State.
5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, Florida Statutes.
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under §605.1006 and 605.1061-605.1072 Florida Statutes.
7. The principal office and mailing address of the Company (where the Florida Department of State may send and process served on the department pursuant to §605.0117 and Chapter 48 of the Florida Statutes) shall be 325 Meridian Ave., Unit 8, Miami Beach, Florida 33138.

[Signature Page Follows]

FILED
19 FEB 15 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Articles of Conversion of Zing Rides, LLC has been executed by a duly authorized person this 14th day of February, 2019.

Zing Rides, LLC, a Florida limited liability company

By: *Gandice Saffer*
Name: Gandice Saffer
Title: Manager

FILED
19 FEB 15 AM 9:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

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 FLORIDA LIMITED LIABILITY COMPANY UNDER THE NAME OF "ZING RIDES, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ZING RIDES, LLC" TO "ZING RIDES, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF FEBRUARY, A.D. 2019, AT 12:19 O'CLOCK P.M.

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



7279329 8100F
SR# 20190920893

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

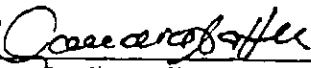
Authentication: 202247858
Date: 02-12-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:19 PM 02/12/2019
FILED 12:19 PM 02/12/2019
SR 20190920893 - File Number 7279329

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Florida.
- 2.) The jurisdiction immediately prior to filing this Certificate is Florida.
- 3.) The date the Limited Liability Company first formed is September 27, 2018.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is ZING RIDES, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Zing Rides, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 7th day of February, 2019.

By: 
Candice Saffer, Manager

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 "ZING
RIDES, INC." FILED IN THIS OFFICE ON THE TWELFTH DAY OF
FEBRUARY, A.D. 2019, AT 12:19 O'CLOCK P.M.

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



7279329 8100F
SR# 20190920893

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

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

Authentication: 202247858
Date: 02-12-19

**CERTIFICATE OF INCORPORATION
OF
ZING RIDES, INC.**

The undersigned, for the purposes of forming a corporation under the laws of the State of Delaware, does make, file and record this Certificate of Incorporation, and does certify that:

ARTICLE I

Name

The name of this corporation is **ZING RIDES, INC.** (the "Corporation").

ARTICLE II

Registered Office

The address of the registered office of the Corporation in the State of Delaware is 168 Greentree Drive, Suite 101, in the City of Dover, County of Kent, State of Delaware, 19904. The name of its registered agent is National Registered Agents, Inc. The Board of Directors may, from time to time, move the registered office to any other address to which it seems pertinent in the interest of the Corporation within the State of Delaware.

ARTICLE III

Purpose

The purpose of the Corporation is to engage in any lawful act, activity or business for which a corporation may be organized under the Delaware General Corporation Law.

ARTICLE IV

Capital Shares

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000,000 non-assessable shares of common stock with a par value of \$0.0001 per share (the "Common Stock").

ARTICLE V

Board of Directors

The business and affairs of the Corporation shall be managed by and under the direction of the board of directors of the Corporation ("Board of Directors"), and the directors need not be elected by written ballot unless required by the bylaws of the Corporation ("Bylaws"). The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. In furtherance of, and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend, alter, and repeal Bylaws of the Corporation.

ARTICLE VI
Initial Director

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation, and the name and mailing address of the person who is to serve as the initial director until the first annual meeting of stockholders or until their respective successor is elected and qualified is:

Name

Address

Candice Saffer

325 Meridian Avenue apt 8
Miami Beach FL 33139

ARTICLE VII
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 hereinafter prescribed by the laws of the State of Delaware. All rights, powers, privileges, and discretionary authority granted or conferred herein upon the stockholders or directors of the Corporation are granted or conferred subject to this reservation.

ARTICLE VIII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duties as director of the Corporation, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts and omissions not in good faith or which involves intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the Delaware General Corporation Law, or any successor thereto, or (iv) for any transaction from which the director derives an improper personal benefit. If the Delaware General Corporation Law is amended after the filing of this Certificate of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation.

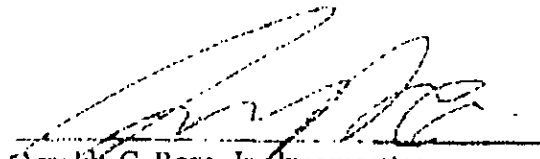
Any repeal or modification of the foregoing paragraphs of this Article VIII by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE IX
Incorporator

The name and mailing address of the sole incorporator is Arnaldo C. Rego, Jr., 100 SE Second Street, Suite 4200, Miami, Florida 33131.

The undersigned incorporator hereby acknowledges that the foregoing certificate is his act and deed and that the facts herein are true.

Dated: February 7, 2019



Arnaldo C. Rego, Jr., Incorporator