

L20000353127

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

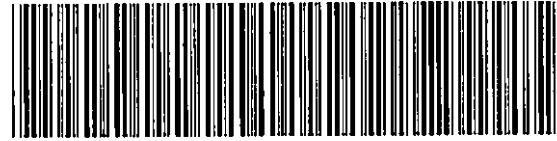
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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100404662021

Conversion

FILED
2023 APR -4 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
2023 APR -4 PM 1:46
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

A. RAMSEY
APR - 5 2023

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 04/04/2023

****WALK IN****

ENTITY NAME CRYO MEDICA LLC

DOCUMENT NUMBER _____

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

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

Certificate of Status

Certificate of Status Reflecting: _____

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 25.00

ACCOUNT # 120160000072

W: e 12/11

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

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

FILED

2023 APR -4 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is CRYO MEDICA LLC.
2. The name of the "Converted or Other Business Entity" is Cryo Medica, Inc.
3. The "Converted or Other Business Entity" is a corporation, incorporated under the laws of Delaware. The formation document (the Certificate of Incorporation of Cryo Medica, Inc.), is attached hereto as Exhibit A.
4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Sections 605.1041-605.1046, Florida Statutes.
5. This conversion shall be effective in Florida upon filing.
6. The Florida Department of State may send any process served on the department pursuant to Section 605.0117, Florida Statutes, and Chapter 48 to the following address:

Platinum Agent Services LLC
155 Office Plaza Dr
Tallahassee, FL 32301
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 Sections 605.1061-605.1072, Florida Statutes.

[Signature on following page.]

Signed this 4th day of April, 2023.

DocuSigned by:
Signature: Stephen R. Puckett Jr.
Name: Stephen R. Puckett Jr.
Title: Chief Executive Officer

Exhibit A

Certificate of Incorporation

(Attached)

CERTIFICATE OF INCORPORATION

OF

CRYO MEDICA, INC.

The undersigned, being a natural person of the age of at least 18 years and acting as the incorporator to organize a corporation under the provisions of the Delaware General Corporation Law ("**DGCL**"), does hereby adopt and sign the following Certificate of Incorporation:

I.

NAME

The name of this corporation is Cryo Medica, Inc. (the "**Corporation**").

II.

REGISTERED AGENT

The address of the Corporation's registered office in the State of Delaware is located at 555 East Looekerman Street, Suite 120, Dover, DE 19901. The name of the Corporation's registered agent at such address is Platinum Filings LLC.

III.

INCORPORATOR

The incorporator is John Pownell Sr., whose mailing address is 3426 NW 43rd St. B, Gainesville, FL 32606.

IV.

PURPOSE

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

V.

CAPITALIZATION

The total number of shares of stock which the Corporation shall have authority to issue is two million (2,000,000) shares, all of which shall be designated as "**Common Stock**," \$0.0001 par value per share.

VI.

BOARD OF DIRECTORS

The initial directors of the Corporation shall be Perinchery Narayan, John Pownell Sr. and Stephen R. Puckett Jr. The mailing address for the directors is 3426 NW 43rd St. B, Gainesville, FL 32606. The election of directors of the Corporation need not be by written ballot.

To the fullest extent permitted by law, a director of the Corporation will not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to or repeal of this paragraph will apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of any director occurring prior to any amendment to or repeal of this paragraph.

VII.

LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of the law, (iii) for the types of liability set forth in under Section 174 of the DGCL or (iv) for any transaction from which the director received an improper personal benefit. If the DGCL is amended after the effective date of this Article to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders 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.

VIII.

AMENDMENT

Subject to any additional vote required by this Certificate of Incorporation or bylaws of the Corporation (the "**Bylaws**"), 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.

/Signature on following page./

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Incorporation on this 4th day of April, 2023.

DocuSigned by:



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John Pownell Sr., Incorporator