

L23000074148

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

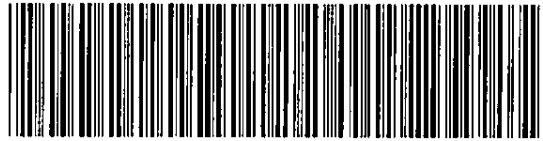
(Document Number)

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

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S.B. 4/21/25



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RECEIVED  
2025 APR 21 PM 9:53  
STATE OF TEXAS  
COMPTROLLER OF PUBLIC ACCOUNTS

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2025 APR 21 AM 9:32  
STATE OF TEXAS  
COMPTROLLER OF PUBLIC ACCOUNTS

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Canopy Technologies, 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:

Stephanie Alderman

\_\_\_\_\_  
Contact Person

Pre-Pair, Inc.

\_\_\_\_\_  
Firm/Company

235A Mitchell St SW

\_\_\_\_\_  
Address

Atlanta, GA 30303

\_\_\_\_\_  
City, State and Zip Code

Stephanie@pre-pair.com

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

For further information concerning this matter, please call:

Stephanie Alderman

at ( 770 ) 331-6955

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
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

**Mailing Address:**

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

**Street Address:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

CR2E106 (05/17)

2005 APR 21 PM 5:03  
SECRET  
TALLAHASSEE

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

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:

Canopy Technologies, LLC

\_\_\_\_\_  
Enter Name of Florida Limited Liability Company

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

Pre-Pair, 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 DE  
(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: June 20, 2024  
(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.

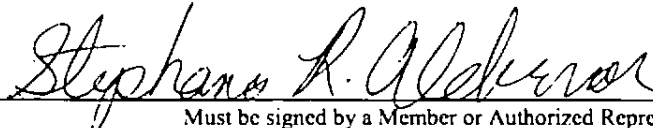
6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":

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: 3500 South DuPont Highway  
Dover, DE 19901  
Mailing Address: 3500 South DuPont Highway  
Dove, DE 19901

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 21st day of April, 2025

Signature:   
Must be signed by a Member or Authorized Representative

Printed Name: Stephanie Alderman Title: CEO Canopy Technologies LLC/Pre-Pair Inc.

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

**PLAN OF CONVERSION  
OF  
CANOPY TECHNOLOGIES, LLC  
INTO  
PRE-PAIR, INC.**

This Plan of Conversion (the “Plan”) is entered into as of June 18, 2024, by Canopy Technologies, L.L.C., a Florida limited liability company (the “Converting Entity”), for the purpose of converting the Converting Entity into Pre-Pair, Inc., a Delaware corporation (the “Converted Entity”).

**WHEREAS**, the members and manager of the Converting Entity have determined that it is in the best interest of the Converting Entity to convert the Converting Entity into a Delaware corporation (the “Conversion”), upon the terms and conditions set forth herein.

**NOW, THEREFORE, BE IT RESOLVED**, that pursuant to Section 605.1042 of the Florida Revised Limited Liability Company Act, the Converting Entity shall be converted in accordance with the following provisions:

1. The name of the Converting Entity is Canopy Technologies, L.L.C. It was formed in the State of Florida on February 16, 2023.
2. The Converted Entity shall be a corporation incorporated under the laws of the State of Delaware and its name shall be Pre-Pair, Inc.
3. The Converting Entity shall cause the Certificate of Conversion attached hereto as Exhibit A (the “**Conversion Certificate**”), to be filed with the Secretary of State of the State of Delaware.
4. Concurrently with the filing of the Conversion Certificate, the Converting Entity shall cause the Certificate of Incorporation attached hereto as Exhibit B (the “**Charter**”), to be filed with the Secretary of State of the State of Delaware.
5. Upon consummation of the Conversion (the “**Effective Time**”), the Converting Entity shall continue its existence in the organizational form of the Converted Entity, and all of the rights, titles, privileges, powers, franchises, properties and assets of the Converting Entity and all debts, liabilities or duties of the Converting Entity shall be contributed and shall attach to the Converted Entity.
6. At the Effective Time, by virtue of the Conversion and without further action of any person, all of the membership interests of the Converting Entity, including all classes and series thereof, and all rights in respect thereof, shall be canceled and extinguished and be converted into and represent the right to receive from the Converted Entity, the number of shares of the capital stock of the Corporation specified in Exhibit C attached hereto. Promptly following the Effective Time, the Corporation shall deliver to each member of the Company a certificate representing the shares, or option to purchase shares, as applicable, of capital stock into which such member’s interest in the Company has been converted as herein provided. No other cash,

shares, securities or obligations will be distributed or issued upon conversion of the units of the Converting Entity. Pursuant to this Section 6, at the Effective Time, the Converted Entity shall issue a total of 1,000,000 shares of its capital stock, consisting of 1,000,000 shares of common stock, par value \$0.00001 per share, which shall be allocated as set forth in Exhibit C attached hereto, and shall be duly and validly issued, fully paid and nonassessable.

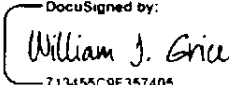
7. Subject to applicable law, the board of directors of the Corporation immediately after the Effective Time shall be: Stephanie Alderman.

*(Signature Page Follows)*

**IN WITNESS WHEREOF**, the undersigned have executed this Plan as of the date first set forth above.

**CONVERTING ENTITY:**

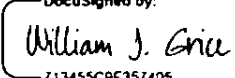
**CANOPY TECHNOLOGIES, LLC**

DocuSigned by:  
  
By: 713455C9F357405  
Name: William J. Grice  
Title: Manager

**IN WITNESS WHEREOF**, the undersigned have executed this Plan as of the date first set forth above.

**MEMBERS:**

William J. Grice

DocuSigned by:  
  
By: 713455C9F357405  
Name: William J. Grice  
Title: Member

**Exhibit A**

**Conversion Certificate**

**Exhibit B**

**Charter**

**Exhibit C**

<b>Member</b>	<b>Percentage of Units (Pre-Conversion Ownership)</b>	<b>Number of Shares of Common Stock (Post-Conversion Ownership)</b>
William J. Grice	90%	900,000 shares
Lyle Albert Peluso, Jr.	10%	100,000 shares
<b>Total</b>	<b>100%</b>	<b>1,000,000 shares</b>

# Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE  
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND  
CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PRE-PAIR, INC." AS  
RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE TWENTIETH DAY OF JUNE,  
A.D. 2024, AT 12:46 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF  
JUNE, A.D. 2024, AT 12:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "PRE-PAIR, INC."



*C. B. Sanchez*

Charuni Patibanda-Sanchez, Secretary of State

3969799 8100H  
SR# 20251526451

Authentication: 203420853  
Date: 04-11-25

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 12:46 PM 06/20/2024  
FILED 12:46 PM 06/20/2024  
SR 20242931034 - File Number 3969799

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 was first formed is Florida  
and the date the limited liability company first formed is February 16, 2023.
2. The jurisdiction immediately prior to filing this Certificate is Florida.
3. The name of the limited liability company immediately prior to filing this  
Certificate is Canopy Technologies LLC.
4. The name of the corporation as set forth in the Certificate of Incorporation is  
Pre-Pair, Inc.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
18th day of June, A.D. 2024.

DocuSigned by:  
William J. Grice  
By: 713455C0F357405  
Authorized Person

Name: William J. Grice  
Print or Type

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:46 PM 06/20/2024  
FILED 12:46 PM 06/20/2024  
SR 20242931034 - File Number 3969799

STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
A STOCK CORPORATION

The undersigned Incorporator, desiring to form a corporation under pursuant to the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Pre-Pair, Inc.
2. The Registered Office of the corporation in the State of Delaware is located at 3500 South DuPont Highway (street), in the City of Dover, County of Kent Zip Code 19901. The name of the Registered Agent at such address upon whom process against this corporation may be served is Incorporating Services, Ltd.
3. 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.
4. The total amount of stock this corporation is authorized to issue is 10,000,000 shares (number of authorized shares) with a par value of \$ 0.00001 per share.
5. The name and mailing address of the incorporator are as follows:

Name Stephanie Alderman

Mailing Address PO Box 14921

Tallahassee, Florida

Zip Code 32317

DocuSigned by:  
Stephanie Alderman  
By: BFB85CDB2DFB462  
Incorporator

Name: Stephanie Alderman

Print or Type