

MIL0000002092

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

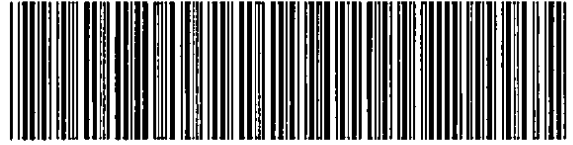
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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FILED

2022 NOV 30 AM 9:28

TALLAHASSEE, FLORIDA

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2022 NOV 30 PM 12:17

TALLAHASSEE, FLORIDA



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 11/29/2022

Name: Greg Pintacuda

Reference #: 1840582

Entity Name: PREMIER BIOTECH LABS, LLC

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other APON FILING PLEASE PROVIDE CERTIFIED COPY

Authorized Amount: \$55

Signature: 

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Premier Biotech Labs, LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Leslie O'Brien

Name of Person

Winthrop & Weinstine, P.A.

Firm/Company

225 South Sixth Street, Suite 3500

Address

Minneapolis, MN 55402

City/State and Zip Code

lobrien@winthrop.com

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

For further information concerning this matter, please call:

Leslie O'Brien

at (612) 604-6412

Name of Person

Area Code & Daytime Telephone Number

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

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☒ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Premier Biotech Labs, LLC

Enter new principal office address, if applicable: _____

(Principal office address

MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address

MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M16000002092

3. Jurisdiction of its organization: Minnesota

4. Date authorized to do business in Florida: 3/11/2016

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: _____
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida

City

_____, Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

Delaware

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Regina Morano

Signature of the authorized representative

Regina Morano, Chief Legal & Compliance Officer

Typed or printed name of signee

Filing Fee: \$25.00

FILED
2022 NOV 30 AM 9:28
TALLAHASSEE, FL

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 CONVERSION OF A MINNESOTA
LIMITED LIABILITY COMPANY UNDER THE NAME OF "PREMIER BIOTECH LABS,
LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE
ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2022, AT 4:13 O'CLOCK
P.M.




Jeffrey W. Bullock, Secretary of State

7154465 8100V
SR# 20224122827

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

Authentication: 204956399
Date: 11-29-22

**CERTIFICATE OF CONVERSION
FROM A MINNESOTA LIMITED LIABILITY COMPANY
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214
OF THE DELAWARE LIMITED LIABILITY COMPANY ACT**

Effective Date: November 23, 2022

This Certificate of Conversion is being duly executed and filed by the persons authorized to sign this Certificate of Conversion on behalf of Premier Biotech Labs, LLC, a Minnesota limited liability company (the "Company"), to convert the Company to Premier Biotech Labs, LLC, a Delaware limited liability company, pursuant to Section 18-214 of the Delaware Limited Liability Company Act.

1. The jurisdiction where the Company was first formed is Minnesota, which occurred on June 29, 2013.
2. The jurisdiction of the Company immediately prior to filing this Certificate of Conversion is Minnesota.
3. The name of the Company immediately prior to filing this Certificate of Conversion is Premier Biotech Labs, LLC.
4. The name of the Delaware limited liability company as set forth in the Certificate of Formation is Premier Biotech Labs, LLC.

25059752v2

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting the LLC has executed this Certificate of Conversion as of the date first set forth above.

Premier Biotech Labs, LLC

DocuSigned by:
By: Todd Bailey
Name: Todd Bailey
Its: Manager

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 FORMATION OF 'PREMIER BIOTECH LABS, LLC', FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2022, AT 4:13 O'CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

7154465 8100
SR# 20224122827

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

Authentication: 204956400
Date: 11-29-22

**CERTIFICATE OF FORMATION
OF
PREMIER BIOTECH LABS, LLC**

The undersigned Authorized Person, having been authorized to form a limited liability company under the Delaware Limited Liability Company Act, hereby certifies as follows:

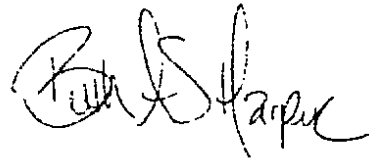
ARTICLE I.

The name of the limited liability company is: Premier Biotech Labs, LLC.

ARTICLE II.

The address of the registered office of the limited liability company in Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, New Castle County, and the name of its registered agent at such address for service of process is The Corporation Trust Company.

IN WITNESS WHEREOF, I have executed this Certificate of Formation this 23rd day of November, 2022.



Beth A. Schroeder Harper, an authorized person

25059075v1