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COVER LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Rack Consulting, Inc.

Enclosed is an original and one (1) copy of the Articles of Domestication and a check:

FEES:

|                              |          |
|------------------------------|----------|
| Certificate of Domestication | \$ 50.00 |
| <u>OPTIONAL:</u>             |          |
| Certificate of Status        | \$ 8.75  |

From: Michael A. Harsch  
Frazer, Ryan, Goldberg & Arnold, LLP  
Name (printed or typed)  
1850 N. Central Ave., Suite 1800  
Address  
Phoenix, AZ 85004  
City, State & Zip  
(602) 277-2010  
Daytime Telephone Number

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## Articles of Domestication

### Florida Corporation Domesticating to other Jurisdiction

The undersigned, Anthony J. Rack, president of Rack Consulting, Inc., a Florida corporation, in accordance with s.607.11922, Florida Statutes, submit these Articles of Domestication.

1. The name of the domesticating entity is Rack Consulting, Inc.
2. The jurisdiction of its formation is Florida.
3. The name of the domesticated corporation is Rack Consulting, Inc.
4. The jurisdiction of formation of the domesticated corporation is Arizona.
5. The domesticating entity is a domestic corporation and the plan of domestication was approved in accordance with this chapter.

**I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155.F.S.**

I certify I am authorized to sign these Articles of Domestication on behalf of the corporation.

Anthony J. Rack, President  
Anthony J. Rack, President

9-7-22  
Date

**RACK CONSULTING, INC.**  
**PLAN OF DOMESTICATION**

This Plan of Domestication has been adopted by Rack Consulting, Inc., a Florida corporation (the "Company") as of September 7, 2022.

**WITNESSETH:**

**WHEREAS**, the Company is a corporation duly organized and existing under the laws of The State of Florida and is authorized to issue 1,000 shares of Common Stock (the "Common Stock");

**WHEREAS**, the Company wishes to change its domicile of incorporation from Florida to Arizona by domesticating in Arizona on the terms set forth herein; and

**WHEREAS**, the Board of Directors of the Company has adopted a resolution approving this Plan of Domestication;

**NOW THEREFORE**, the Company agrees as follows:

1. Conversion and Domestication. The Company shall convert from a Florida corporation to an Arizona Corporation by domesticating in Arizona pursuant to section 29-2501 of the Arizona Revised Statutes and ss. 607.11920 through 607.11924 of the Florida Statutes. Following the domestication, the Company shall be governed by the laws of the State of Arizona. The domestication of the Company in Arizona shall herein be referred to as the "Domestication."

2. Stockholder Approval. As soon as practicable after the execution of this Plan of Domestication, the Company shall submit this Plan of Domestication to its stockholders for approval.

3. Effective Date. The Domestication shall be effective upon the filing of a Statement of Domestication and Articles of Incorporation with the Arizona Corporation Commission and the filing of Articles of Domestication with the Florida Department of State, Division of Corporations, which filings shall be made as soon as practicable after all required stockholder approvals have been obtained. The time of such effectiveness shall herein be referred to as the "Effective Date."

4. Common Stock of the Company. On the Effective Date, by virtue of the Domestication and without any action on the part of the holders thereof, each share of Common Stock of the Company issued and outstanding immediately prior thereto shall be unchanged, shall continue to represent one share of Common Stock of the Company as an Arizona corporation, and shall remain issued and outstanding immediately after consummation of the Domestication.

5. Stock Certificates. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of the Common Stock of the Company shall be deemed for all purposes to continue to evidence ownership of and to represent the shares of the Company into which the shares represented by such certificates have been converted as herein

provided. The registered owner on the books and records of the Company or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Company or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of the Company evidenced by such outstanding certificate as above provided.

6. Succession. On the Effective Date, all of the rights, privileges, debts, liabilities, powers and property of the Company as a Florida corporation shall continue to be the rights, privileges, debts, liabilities and powers of the Company as an Arizona Corporation in the manner and as more fully set forth in Title 10 of the Arizona Revised Statutes. Without limiting the foregoing, upon the Effective Date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, agreements, contracts and other assets of every kind and description of the Company shall continue to be vested in and devolved upon the Company without further act or deed. All rights of creditors of the Company and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall continue to be obligations of the Company.

7. Directors and Officers. The members of the Board of Directors and the officers of the Company immediately prior to the Effective Date shall continue in office following the Effective Date of the Domestication until the expiration of their respective terms of office and until their successors have been elected and qualified.

8. Amendment. This Plan of Domestication may be amended by the Board of Directors of the Company at any time prior to the Effective Date, provided that an amendment made subsequent to the approval of this plan by the stockholders of the Company shall not alter or change (a) the amount or kind of shares or other securities, interests, obligations, rights to acquire shares, other securities or interests, cash, or other property to be received by the stockholders hereunder, or (b) any of the terms and conditions of this Plan of Domestication if such alteration or change would adversely affect the holders of any class or series of stock of the Company.

9. Abandonment of Deferral. At any time before the Effective Time, this Plan of Domestication may be terminated and the Domestication may be abandoned by the Board of Directors of the Company, notwithstanding the approval of this Plan of Domestication by the stockholders of the Company or the consummation of the Domestication may be deferred for a reasonable period of time if, in the opinion of the Board of Directors of the Company, such action would be in the best interest of the Company. In the event of termination of this Plan of Domestication, this Plan of Domestication shall become void and of no effect and there shall be no liability on the part of the Company or its Board of Directors or stockholders with respect thereto, except that the Company shall pay all expenses incurred in connection with the Domestication or in respect of this Plan of Domestication or relating thereto.

This Plan of Domestication has been adopted by the Board of Directors of Rack Consulting, Inc. as of the date set forth above.

Rack Consulting, Inc., a Florida Corporation

Anthony J. Rack, President  
Anthony J. Rack, President