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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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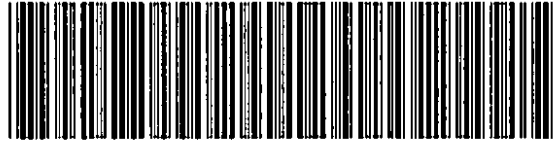
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
ALL APPLICANTS
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Domestication

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COVER LETTER

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

SUBJECT: Transfer of Corporation

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

FEES:

Certificate of Domestication \$ 50.00

OPTIONAL:

Certificate of Status \$ 8.75

From:

Beth O'Connor

Name (printed or typed)

400 S. Michigan Street

Address

Plymouth, IN 46563

City, State & Zip

239-785-7070

Daytime Telephone Number

Articles of Domestication
Florida Corporation Domesticating to other Jurisdiction

The undersigned, Beth A. O'Connor, President
(Name) (Title)

of BAO Consulting, Inc., a Florida corporation, in accordance with s. 607.11922, Florida Statutes, submit these Articles of Domestication.

1. Then name of the domesticating entity is BAO Consulting, Inc.
2. The jurisdiction of its formation is Florida.
3. The name of the domesticated corporation is BAO Consulting, Inc.
4. The jurisdiction of formation of the domesticated corporation is Marshall County, Indiana
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.


(Authorized Signature)

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2022 FEB 23 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THIS PLAN OF DOMESTICATION has been adopted by BAO Consulting, Inc., a Florida corporation (the “Corporation”) as of December 31, 2021.

Recitals

The Corporation is duly organized and existing under the laws of the State of Florida. The Corporation wishes to change its domicile of incorporation from Florida to Indiana by domesticating in Indiana on the terms set forth herein. The Board of Directors of the Corporation has adopted a resolution approving this Plan of Domestication. Now, therefore, the Corporation agrees as follows:

Plan of Domestication

1. Conversion and Domestication. The Corporation shall convert from a Florida corporation to an Indiana corporation by domesticating in Indiana pursuant to Ind. Code Section 23-0.6-5-5. Following the domestication, the Corporation shall be governed by the laws of the State of Indiana, and specifically the Indiana Business Corporation Law. The domestication of the Corporation in Indiana shall herein be referred to as the “Domestication.”

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

3. Effective Date. The Domestication shall be effective upon the filing of Articles of Domestication with the Indiana Secretary of State and the filing of Articles of Domestication Florida Corporation Domestication to Other Jurisdiction with the Florida Secretary of State, 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. Stock of Corporation. On the Effective Date, by virtue of the Domestication and without any action on the part of the holders thereof, each share of stock of the Corporation issued and outstanding immediately prior thereto shall be unchanged, shall continue to represent one share of stock of the Corporation as an Indiana corporation, and shall remain issued and outstanding immediately after consummation of the Domestication.

5. Stock Certificates. On and after the Effective Date, all outstanding certificates previously representing shares of stock of the Corporation shall continue to evidence ownership of and to represent the shares of the Corporation. The registered owner on the books and records of the Corporation or its transfer agent of any such outstanding stock certificate shall be entitled to exercise any voting and other rights and to receive any dividend or distribution upon such shares.

6. **Succession.** On the Effective Date, all the rights, privileges, debts, liabilities, powers and property of the Corporation as a Florida corporation shall continue to be the rights, privileges, debts, liabilities and powers of the Corporation as an Indiana corporation. Without limiting the foregoing, upon the Effective Date, all property, rights, contracts and other assets of every kind and description of the Corporation shall continue to be vested in and devolved upon the Corporation without further act or deed. All rights of creditors of the Corporation and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Corporation shall continue to be obligations of the Corporation.

7. **Articles of Incorporation and By-Laws.** Simultaneously with the filing of the Articles of Domestication, the Corporation shall file Articles of Incorporation in the form of Exhibit A hereto with the Indiana Secretary of State, which shall be the Articles of Incorporation of the Company following the Domestication. The Bylaws set forth as Exhibit B hereto (the "Bylaws") shall be the Bylaws of the Company following the Effective Date of the Domestication.

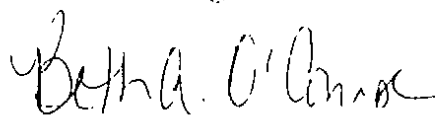
8. **Directors and Officers.** The members of the Board of Directors and the officers of the Corporation immediately prior to the Effective Date shall continue in office following the Effective Date of the Domestication until the expiration of their respective terms of office and until their successors have been duly elected and qualified. The bylaws attached hereto as Exhibit A shall serve as the bylaws of the Corporation.

9. **Amendment.** This Plan of Domestication may be amended by the Board of Directors of the Corporation 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 Corporation shall not alter (a) the amount or kind of shares or other securities, interests, obligations, rights to acquire shares, or property to be received by the stockholders, (b) any term of the Articles of Incorporation or the Bylaws, other than changes permitted by the Indiana law comparable to those permitted by Florida law, or (c) any term of this Plan if such alteration would adversely affect the stockholders.

10. **Abandonment or Deferral.** At any time before the Effective Date, this Plan of Domestication may be terminated and Domestication may be abandoned by the Board of Directors of the Corporation, notwithstanding approval of this Plan by the stockholders or the consummation of the Domestication may be deferred for a reasonable period if, in the opinion of the Board of Directors, such action is in the best interests of the Corporation. In the event of termination of this Plan of Domestication, this Plan of Domestication shall become void and there shall be no liability on the part of the Corporation or its Board of Directors or stockholders with respect thereto.

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

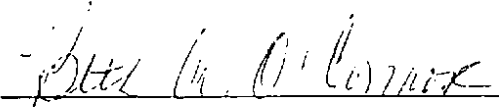
BAO Consulting, Inc.

By: 
Beth A. O'Connor
President

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
BAO CONSULTING, INC.**

The undersigned constitutes the entire Board of Directors of BAO Consulting, Inc., a Florida corporation (the "Corporation"). The undersigned waives notice of meeting and hereby unanimously adopts the following resolution:

RESOLVED That the Corporation should change its domicile of incorporation by domesticating from the State of Florida to the State of Indiana and in accordance with the Florida Business Corporation Act, including 607.11920, 607.11921, and 607.11922, hereby adopts the Plan of Domestication attached hereto as Exhibit A and further recommends the adoption of such Plan by the stockholders of the Corporation without condition.

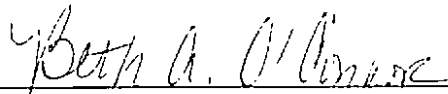


Beth A. O'Connor,
Director

**RESOLUTION OF THE STOCKHOLDER
OF
BAO CONSULTING, INC.**

The undersigned is the sole stockholder of BAO Consulting, Inc., a Florida corporation (the "Corporation"). The undersigned waives notice of meeting and hereby unanimously adopts the following resolution:

RESOLVED That the stockholder hereby approves the Corporation's change of domicile of incorporation by domesticating from the State of Florida to the State of Indiana and hereby approves the Plan of Domestication attached hereto as Exhibit A recommended by the Board of Directors of the Corporation.



Beth A. O'Connor,
Stockholder