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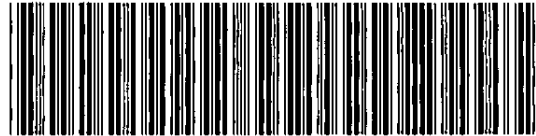
(Business Entity Name)

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Account#: I20000000088

Date: 04/24/2017

Name: Michelle Walker

Reference #: T009414

ENTITY NAME: 7 CH SERVICES, INC.

- ☐ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Annual Report
- ☐ Change of Agent
- ☐ Reinstatement
- ☒ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☐ Other: \_\_\_\_\_

Please return a copy of this cover letter with the evidence. Thanks!

Authorized Amount: \$35

Signature: Michelle Walker

Please call Michelle at 518-213-0737

if authorized amount is incorrect.



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115 North Calhoun Street, Suite #4, Tallahassee, FL 32301  
Telephone: (866) 625-0838 Fax: (866) 625-0839 International +1 (212) 947-7200  
Website: [www.nationalcorp.com](http://www.nationalcorp.com)

17 APR 24 AM 11:05

**CERTIFICATE OF CONVERSION  
FOR  
A FLORIDA CORPORATION  
INTO  
AN "OTHER BUSINESS ENTITY"**

*This Certificate of Conversion is submitted to convert the following Florida profit corporation in an "Other Business Entity" in accordance with Section 607.1113, Florida Statutes:*

1. The name of the Florida profit corporation immediately prior to the filing of this Certificate of Conversion is:

**7 CH SERVICES, INC.**

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

**7 CH SERVICES, INC.**

3. The "Other Business Entity" is a corporation incorporated under the laws of the State of Delaware.

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida profit corporation in accordance with Chapter 607, Florida Statutes.

6. This conversion is effective under the laws governing the "Other Business Entity" on April 24, 2017, at 12:00 a.m., local time.

7. This conversion shall be effective in Florida on April 24, 2017, at 12:00 a.m., local time.

8. The "Other Business Entity's" principal address is:

657 South Drive  
Suite 403  
Miami Springs, Florida 33166

9. The "Other Business Entity" hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida statutes. The

street and mailing address set forth above, may be used by the Florida Department of State for purposes of s. 607.1114(4), Florida Statutes.

10. The "Other Business Entity" has agreed to pay the shareholders having appraisal rights the amount to which they are entitled under ss. 607.1301-607.1333, Florida Statutes.

7 CH SERVICES, INC.

By: 

Name: Alejandro Chaban

Title: Chief Executive Officer

**PLAN OF CONVERSION  
OF  
7 CH SERVICES, INC.  
(A Florida corporation)  
INTO  
7 CH SERVICES, INC.  
(A Delaware corporation)**

**THIS PLAN OF CONVERSION** (this "Plan"), signed as of April 19, 2017 (the "Signing Date"), to be effective as of the Effective Time (as defined in Section 1.7 of this Plan), is made pursuant to Section 607.1112 of the Florida Statutes (the "Statutes"), by 7 CH Services, Inc., a Florida corporation (the "Converting Entity").

**WHEREAS**, the Converting Entity is a corporation duly organized and validly existing under the laws of the State of Florida; and

**WHEREAS**, the board of directors of the Converting Entity and the shareholder of the Converting Entity have approved the conversion (the "Conversion") of the Converting Entity into 7 CH Services, Inc., a Florida corporation (the "Converted Entity"), as provided in this Plan, and have approved and adopted the form, terms and provisions of this Plan (such approval of the Conversion and approval and adoption of the form, terms and provisions of this Plan, collectively, the "Required Approval").

**NOW, THEREFORE**, the undersigned, in his capacity as an authorized officer of the Converted Entity and not in his individual capacity, hereby certifies that the Conversion and this Plan have, to his actual knowledge, received the Required Approval.

**ARTICLE I  
GENERAL**

**Section 1.1    The Conversion.** The board of directors of the Converting Entity and the shareholder of the Converting Entity agree to effect the Conversion, subject to the terms and conditions set forth in this Plan.

**Section 1.2    Converted Entity.** At the Effective time, the Conversion shall be accomplished by converting the Converting Entity into the Converted Entity, and the existence of the Converting Entity shall continue in the form of the Converted Entity in accordance with the General Corporation Law of Delaware (the "DGCL").

**Section 1.3    Organizational Form of Converted Entity.** The Converted Entity shall be a corporation formed under the DGCL.

**Section 1.4    Certificate of Incorporation of Converted Entity.** Upon the effectiveness of the Conversion, the Certificate of Incorporation attached as Exhibit A shall be the Certificate of Incorporation of the Converted Entity until altered, amended or repealed. In accordance with the DGCL, such Certificate of Incorporation have been approved by the board of directors of the

Converting Entity and the shareholder of the Converting Entity, which authorization constitutes the same authorization required pursuant to the Statutes to approve the Conversion.

Section 1.5 Directors and Officers of the Converted Entity.

(a) Board of Directors. The powers of the Converted Entity shall be exercised by or under the authority of, and the business and affairs of the Converted Entity shall be managed under the direction of, the board of directors of the Converted Entity (the "Board"). The initial director serving on the Board will be Alejandro Chaban. Directors shall serve as such until their respective resignation or removal, according to the DGCL and the Bylaws of the Converted Entity.

(b) Officers. The Board may appoint such officers of the Converted Entity as the Board may deem necessary or appropriate in its sole discretion.

(c) Properties and Liabilities.

(i) The Conversion shall take place at the Effective Time. The existence of the Converting Entity shall continue, without interruption, in the form of the Converted Entity following the Conversion. The Converted Entity shall, from and after the Effective Time, possess all the rights, privileges, immunities, powers and franchises of whatsoever nature and description, of a public as well as of a private nature.

(ii) All rights, title and interest in property, real, personal and mixed, and all debts on whatever account, as well as all other things in action belonging to or due to the Converting Entity shall continue to be owned by or due to the Converted Entity; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Converted Entity as they were of the Converting Entity, and the title to any real estate vested by deed or otherwise and any leasehold interests in the Converted Entity or Converted Entity shall not revert or be in any way impaired by reason of the Conversion.

(iii) All liabilities or obligations of the Converting Entity shall continue to be liabilities and obligations of the Converted Entity without impairment or diminution by reason of the Conversion. All rights of creditors or other parties with respect to or against the Converting Entity, in existence as of the Effective Time, will continue to exist as to those liabilities and obligations, and be pursued by those creditors and obligees, as if the Conversion had not occurred. All liens upon the property of the Converting Entity shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the Converting Entity shall continue to exist and shall thenceforth attach to the Converted Entity, and may be enforced against the Converted Entity to the same extent as if the debts, liabilities, obligations and duties had been incurred or contracted by it.

Section 1.6 Amendments. To the extent permitted by the Statutes, this Plan may be amended prior to the Effective Time with the consent of a majority of the board of directors of the Converting Entity.

Section 1.7 Effective Time. The Conversion shall be effective at 12:00 a.m., local time, on April 24, 2017 (the "Effective Time").

## ARTICLE II CAPITAL STOCK OF CONVERTED ENTITY

Section 2.1 Conversion of Capital Stock. At the Effective Time, all issued and outstanding shares of capital stock of the Converting Entity, will convert into an equivalent number of issued and outstanding shares of capital stock of the Converted Entity.

Section 2.2 Stockholders of the Converted Entity. At the Effective Time and immediately following the Conversion, the former shareholders of the Converting Entity will be the stockholders of the Converted Entity.

EXECUTED as of the Signing Date.

7 CH SERVICES, INC.  
a Florida corporation

By: \_\_\_\_\_

Alejandro Chaban  
Chief Executive Officer