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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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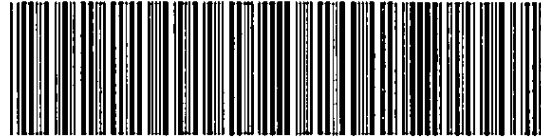
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/21/21 12:45 PM

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2022 DEC 21 PM 4:45
TALLAHASSEE, FL
STATE

3/7/2023

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ongroup Intl Inc

Name of Florida Profit Corporation

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an a business entity formed under the laws of another jurisdiction in accordance with s. 607.11933, F.S.

Please return all correspondence concerning this matter to:

Charles Stauffer

Contact Person

Ongroup Intl Inc

Firm/Company

420 NE Birch Street, Ste 201

Address

Camas, WA 98607-2162

City, State and Zip Code

Charles.Stauffer@ongroup.com

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

For further information concerning this matter, please call:

Charles Stauffer

Name of Contact Person

at 850 , 607-3778

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☒ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

Mailing Address:

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

Street Address:

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

607.1622 (10) As a condition of a conversion of a domestic corporation to another type of entity under s. 607.11930, the domestic corporation converting to the other type of entity must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

Articles of Conversion
For
Florida Profit Corporation
Into a
Non-Florida Business Entity

FILED
2022 DEC 21 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FL

The Articles of Conversion are submitted to convert the following **Florida Profit Corporation into an a** business entity formed under the laws of another jurisdiction in accordance with s. 607.11933, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the (converted) resulting business entity is:

Ongroup Intl Inc

Enter Name of Florida Profit Corporation

2. The name of the resulting business entity is:

Ongroup Intl Inc

Enter Name of (Converted) Resulting Business Entity

3. The (converted) resulting entity is a **for-profit corporation**
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Washington**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into another business entity in compliance with Chapter 607, F.S.

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

Pursuant to s. 607.11933(4)(6) F.S. The conversion becomes effective at the later of:

1. The date and time provided by the organic law of the (converted) resulting entity; or
2. When the articles of conversion take effect.

Signed this 16 day of **December** 2022

Signature: 

(Must be signed by a Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: **Charles Stauffer** Title: **President**

Fees:	Filing Fee:	\$35.00
	Certified Copy:	\$8.75 (Optional)
	Certificate of Status:	\$8.75 (Optional)

**ARTICLES OF ENTITY CONVERSION
OF
ONGROUP INTL INC**

Pursuant to the provisions of the Florida Business Corporation Act and Washington Business Corporation Act, the undersigned corporations adopt the following Articles of Entity Conversion to change the state of domicile for Ongroup Intl Inc from the State of Florida to the State of Washington:

1. Ongroup Intl Inc is originally organized under the laws of the State of Florida, and the laws of such jurisdiction permit this conversion.

2. Ongroup Intl Inc was subsequently organized under the laws of the State of Washington, and the laws of such jurisdiction permit this conversion.

3. The following Plan of Entity Conversion was (a) unanimously approved by the Shareholders of Ongroup Intl Inc, a Florida corporation and the converting entity, in the manner prescribed by the governing provisions of the Florida Business Corporation Act and (b) such vote was sufficient for approval. The following Plan of Entity Conversion was also (c) unanimously approved by the shareholders of Ongroup Intl Inc, a Washington corporation, and the surviving entity, in the manner prescribed by the governing provisions of the Washington Business Corporation Act and (d) such vote was sufficient for approval:

Conversion. As soon as all of the following events shall have happened, viz.,

A. The Plan of Entity Conversion shall have been (1) duly adopted and approved by the shareholders of Ongroup Intl Inc, a Florida

Corporation, in accordance with the Florida Business Corporation Act, (2) also approved by the shareholders of Ongroup Intl Inc, a Washington Corporation, in accordance with the Washington Business Corporation Act and (3) such facts shall have been certified thereon by the respective secretaries under their respective seals; and

2. This Plan so adopted and certified shall have been signed, acknowledged and filed as required by the provisions of the laws of the State of Florida and State of Washington;

thereupon, Ongroup Intl Inc, a Florida corporation, shall be deemed to have changed its state of domicile from the State of Florida to the State of Washington. Ongroup Intl Inc, a Washington corporation, shall be the surviving entity.

b. Terms and Conditions. On the effective date of the conversion, the separate existence of converting entity Ongroup Intl Inc, a Florida corporation, shall cease, and surviving entity Ongroup Intl Inc, a Washington corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the converting entity, without the necessity for any separate transfer. Ongroup Intl Inc, a Washington corporation, shall thereafter be responsible and liable for all of the liabilities and obligations of the converting entity and neither the rights of creditors or any liens on the property of such converting and surviving entity shall be impaired by the conversion.

c. Conversion and Exchange of Shares. Upon the conversion becoming effective, all the issued and outstanding shares of the converting entity Ongroup Intl Inc, a Florida corporation, will be cancelled and no other new ownership

interests of the surviving entity shall be issued to its shareholders. The shareholders, the numbers of shares and percentage of ownership of both converting and surviving entity are identical. Each share of stock in the converting entity shall be deemed constructively converted into identical shares of stock of the surviving entity.

d. Change in Articles of Incorporation. The Articles of incorporation of surviving entity Ongroup Intl Inc, a Washington corporation, as they presently exist shall continue to be the Articles of Incorporation of such surviving entity following the effective date of this conversion.

e. Changes in Bylaws. The Bylaws of the surviving entity Ongroup Intl Inc, a Washington Corporation, as they presently exists shall continue to be the Bylaws of such surviving entity, following the effective date of this conversion.

f. Prohibited Transactions. None of the corporations involved in this conversion shall, prior to the effective date of the conversion, engage in any activity or transaction other than in the ordinary course of their respective businesses, except to take any and all action necessary or appropriate to consummate this conversion under the laws of the jurisdiction in which each corporation is organized.

g. Effective Date of the Conversion. The effective time and date of this conversion shall be 12:01 a.m. on January 1, 2023.

h. Further Instruments. From time to time, as and when requested by the corporations involved in this conversion, each shall execute and

deliver, or cause to be executed and delivered, all such deeds and other instruments, will take or cause to be taken any further or other action as the surviving entity may deem necessary or desirable in order to vest in and confirm to the surviving entity, title to and possession of all its properties, rights, privileges, powers and franchises, and otherwise to carry out the intent and purpose of this plan.

4. The outstanding shares of the converting and surviving are as follows:

<u>Corporation</u>	<u>Outstanding</u>	<u>Class</u>	<u>Approving Plan</u>
Ongroup Intl Inc Corporation, Florida corporation	1000 shares	Single	Unanimous
Ongroup Intl Inc Washington corporation	1000 shares	Single	Unanimous

5. A copy of the Plan of Entity Conversion set forth in Article 3 above was delivered on December 9, 2022, to the shareholders of both the converting entity and surviving entity, and such shareholders immediately thereafter unanimously approved such plan of conversion (such voted sufficient for approval) and authorized the filing of these Articles of Entity Conversion with the Secretary of State of the states

of Florida and Washington immediately upon execution.

Executed on behalf of the parties pursuant to the authorization of their respective Boards of Directors on this 16 day of December, 2022.

ONGROUP INTL INC,
a Florida corporation

ATTEST:



Charles S. Stauffer
Its Secretary

By:



Charles S. Stauffer
Its President

ONGROUP INTL INC,
a Washington corporation

ATTEST:



Charles S. Stauffer
Its Secretary

By:




Charles S. Stauffer
Its President

STATE OF WASHINGTON)
COUNTY OF Clark)

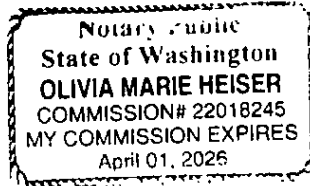
The foregoing instrument was acknowledged before me this 16th day of December, 2022, by Charles S. Stauffer, President of Ongroup Intl Inc, a Florida corporation, who is personally known to me or who has produced WA DL as identification.

Notary Public
State of Washington
OLIVIA MARIE HEISER
COMMISSION# 22018245
MY COMMISSION EXPIRES
April 01, 2026


NOTARY PUBLIC, State of Washington

STATE OF WASHINGTON)
COUNTY OF Clark)

The foregoing instrument was acknowledged before me this 16th day of December, 2022, by Charles S. Stauffer, President of Ongroup Intl Inc, a Washington corporation, who is personally known to me or who has produced WA DL as identification.



Olivia Marie Heiser
NOTARY PUBLIC, State of Washington