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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 MAY 13 PM 12:10

5-15-14

COVER LETTER

TO: Charter Section
Division of Corporations

RE: **NEWTON CYBERFACTURING, INC.**

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s.607.1115, F.S.

Please return all correspondence concerning this matter to:

Debra Elizabeth Brownell
Newton Cyberfacturing, Inc.
12151 Research Parkway, Suite 150
Orlando, FL 32826
bbrownell@nscrypt.com

For further information concerning this matter, please call Debra Elizabeth Brownell at 407-275-4720.

Enclosed is a check in the amount of **\$105.00** representing the filing fees in connection with the Certificate of Conversion (\$35) and the Articles of Incorporation (\$70).

STREET ADDRESS:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS

New Filings Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 MAY 13 PM 12:10

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with Section 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Newton Cyberfacturing, LLC. *L12-149728*

2. The "Other Business Entity" is a limited liability company first organized under the laws of Florida on November 29, 2012.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is Newton Cyberfacturing, Inc.

4. This conversion shall be effective on the date of filing of this Certificate of Conversion together with the Articles of Incorporation.

Signed this 23rd day of April, 2014.

Newton Cyberfacturing, Inc.

By: 

Charles Michael Newton,
President and CEO

Newton Cyberfacturing, LLC

By: 

Charles Michael Newton,
Manager

NEWTON CYBERFACTURING, INC.
ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 MAY 13 PM 12:10

ARTICLE I
NAME

The name of the corporation shall be Newton Cyberfacturing, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the Corporation is 12151 Research Parkway, Suite 150, Orlando, FL 32826.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful business authorized under the Florida Business Corporations Act.

ARTICLE IV
AUTHORIZED CAPITAL

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is one hundred thousand (100,000) shares of common stock, par value \$0.01 per share ("Common Stock"). All shares of Common Stock shall be of equal rank and shall be identical. Each share of Common Stock when issued shall be fully paid and non-assessable, and the personal property of shareholders shall not be liable for corporate debts. Holders of Common Stock of the Corporation shall each be entitled to share in any dividends of the Corporation ratably, if declared by the Board of Directors. Each holder of record of Common Stock shall have one vote for each share of Common Stock outstanding in his or her name on the books of the Corporation and shall be entitled to vote said stock.

ARTICLE V
BOARD OF DIRECTORS

The number of directors of this Corporation shall be determined by resolution or resolutions of the Board of Directors from time to time in the manner provided under the Bylaws, or any amendment or change thereof. Directors need not be shareholders. In case of vacancies in the Board of Directors, including vacancies occurring by reason of an increase in the number of directors, a majority of the remaining members of the Board, even though less than quorum, may elect directors to fill such vacancies to hold office until the next annual meeting of the shareholders. Election of directors need not be by written ballot.

ARTICLE VI
INITIAL DIRECTORS

The names and mailing addresses of the persons who shall serve as the initial directors of the Corporation are:

Kenneth H. Church
12151 Research Parkway, Suite 150
Orlando, Florida 32826

Charles Michael Newton
12151 Research Parkway, Suite 150
Orlando, Florida 32826

Debra Elizabeth Brownell
12151 Research Parkway, Suite 150
Orlando, Florida 32826

ARTICLE VII
INDEMNIFICATION

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal of such action, suit or proceeding, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification under this article shall be made only on a determination by a majority of disinterested directors (or in the event of a tie vote by the disinterested directors, by the holders of a majority of the issued and outstanding Common Stock) that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article VII, Section (a).

(b) The Corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter in such action, suit or proceeding, against all expenses, including attorney's fees, actually and reasonably incurred, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for in this Article VII shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for in this Article VII, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors (or in the event of a tie vote by the disinterested directors, by the holders of a majority of the issued and outstanding Common Stock).

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the Corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within 15 months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

ARTICLE VIII

INSURANCE

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these Articles, or under law.

ARTICLE IX

REGISTERED AGENT

The name and street address of the registered agent in the State of Florida is Debra Elizabeth Brownell, 12151 Research Parkway, Suite 150, Orlando, FL 32826.

ARTICLE X

INCORPORATOR

The name and mailing address of the incorporator is Debra Elizabeth Brownell, 12151 Research Parkway, Suite 150, Orlando, FL 32826.

**ARTICLE XI
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, as amended from time to time, in the manner now or hereafter prescribed by the Florida Business Corporations Act or the Corporation's Bylaws, and all rights conferred upon shareholders herein are granted subject to this reservation. In furtherance of and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by Florida law, the Board of Directors of the Corporation is hereby authorized to make, amend, alter or repeal the Bylaws of the Corporation.

* * *

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Debra Brownell
Debra Elizabeth Brownell

4/23/14
Date

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

Debra Brownell
Debra Elizabeth Brownell

4/23/14
Date