

PA000101676

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

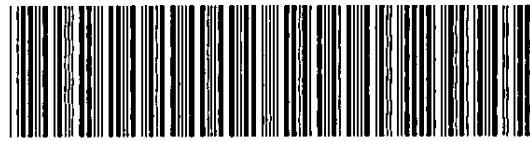
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS

ACCOUNT NO. : I20000000195

REFERENCE : 432547 4305966

AUTHORIZATION :

COST LIMIT :

Spredt Elmer

ORDER DATE : December 23, 2014

ORDER TIME : 10:27 AM

ORDER NO. : 432547-005

CUSTOMER NO: 4305966

DOMESTIC CONVERSION FILING

NAME: CLOUD 9 LIVING INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Cloud 9 Living Inc. Name of Resulting Florida Profit Corporation

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:

Jan R. Ezell, Corporate Paralegal

Contact Person

Alston & Bird LLP

Firm/Company

1201 West Peachtree Street

Address

Atlanta, GA 30309-3424

City, State and Zip Code

baugslu@cloud9living.com

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

For further information concerning this matter, please call:

Jan R. Ezell 404

Name of Contact Person Area Code and Daytime Telephone Number

WILSON 270

110

Was Esse and Being: Propositional Function

Enclosed is a check for the following amount:

\$105.00 Filing Fees \$113.75 Filing Fees and Certificate of Status \$113.75 Filing Fees and Certified Copy \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

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 s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Cloud 9 Living LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a _____ limited liability company

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of _____ Colorado

(Enter state, or if a non-U.S. entity, the name of the country)

on _____ 9/1/2005

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

Cloud 9 Living Inc.

Enter Name of Florida Profit Corporation

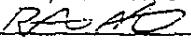
5. If not effective on the date of filing, enter the effective date: 1/1/2015

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

14 DEC 23 AM 9:20

Signed this 19th day of December, 2014.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: 

Printed Name: Robert Augst Title: Incorporator

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 
Printed Name: Robert Augst Title: Member

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

**ARTICLES OF INCORPORATION
OF
CLOUD 9 LIVING INC.**

**ARTICLE 1
NAME**

The name of the corporation is Cloud 9 Living Inc. (the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 4999 Pearl East Circle, Suite 102, Boulder, Colorado 80301.

**ARTICLE 3
AUTHORIZED SHARES**

The Corporation shall have authority, to be exercised by the Board of Directors, to issue no more than ten thousand (10,000) shares of capital stock. These shares shall be one class, no par value, and shall be designated as "Common Stock." The holders of Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 4
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the Corporation at the registered office is Corporation Service Company.

**ARTICLE 5
INCORPORATOR**

The name and address of the incorporator is:

Robert Augst
4999 Pearl East Circle
Suite 102
Boulder, Colorado 80301

ARTICLE 6 BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The name and address of each member are:

John Augst
4999 Pearl East Circle
Suite 102
Boulder, Colorado 80301

Robert Augst
4999 Pearl East Circle
Suite 102
Boulder, Colorado 80301

ARTICLE 7 LIMITATION OF DIRECTOR LIABILITY

The liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is amended to further eliminate or limit the personal liability of directors; then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

These Articles of Incorporation shall become effective on January 1, 2015.

[Signature on following page]

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 15th day of December, 2014.



Robert Augst
Incorporator

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named as the initial registered agent to accept service of process for Cloud 9 Living Inc. at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

CORPORATION SERVICE COMPANY

Date: 12.23.14

By: Courtney Williams
Name: _____
Title: Courtney Williams
Asst. Vice President

14 DEC 23 AM 9:28

WILLIAMS, COURTNEY
CLOUD 9 LIVING INC.