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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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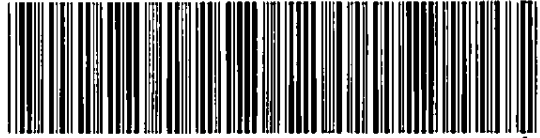
(Business Entity Name)

(Document Number)

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115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Date: January 11, 2018

Account#: I200000000088

Name: Marisa Kugelman

Reference #: B096809

Entity Name: BEANSTALK PAYMENT TECHNOLOGIES, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

Authorized Amount: \$ 35.00

Signature: Marisa Kugelman

2018 JAN 11 PM 3:00

• CORPORATE HQ  
COGENCY GLOBAL INC.  
10 E. HOUSTON ST., 11 FL  
NY, NY 10016  
800.221.0102  
+1.212.947.7200

• EUROPEAN HQ  
COGENCY GLOBAL (UK) LIMITED  
REGISTERED IN ENGLAND & WA, FL  
8 BEV'S MARKS, 11 FL  
LONDON EC3A 7BA  
+44 (0)20.3786.1090

• ASIA PACIFIC HQ  
COGENCY GLOBAL (HK) LIMITED  
A HONG KONG LIMITED COMPANY  
INFINITUS PLAZA, 121 FL  
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115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Beanstalk Payment Technologies, Inc.  
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Derek A. Tucker  
Contact Person

Taft Stettinius & Hollister LLP  
Firm/Company

425 Walnut Street, Suite 1800  
Address

Cincinnati, Ohio 45202  
City, State and Zip Code

dtucker@taftlaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Derek Tucker at ( 513 ) 827-3875  
Name of Contact Person 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

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

2018 JAN 11 AM 3:00

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

2018 JAN 11 PM 3:00

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Beanstalk Payment Technologies, Inc.

Enter Name of Florida Profit Corporation

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

Beanstalk Payment Technologies, Inc.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a 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 Delaware

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

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, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: January 12, 2018

8. This conversion shall be effective in Florida on: January 12, 2018.  
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

125 W. Romana Street, Suite 525, Pensacola FL, 32502

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) 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.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301

Mailing Address: 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 11th day of January, 2018.

Signature: Robert Cothran

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

Printed Name: Robert Cothran Title: Director

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