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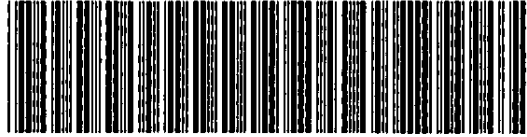
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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15 MAR 13 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

WIS 15819

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** XiDrone Systems, 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:

Dwaine A. Parker

Contact Person

XiDrone Systems, Inc.

Firm/Company

272 Burnt Pine Dr.

Address

Naples, FL 34119

City, State and Zip Code

dparker@xidronesystems.com

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

For further information concerning this matter, please call:

Dwaine A. Parker

Name of Contact Person

at ( 239 ) 289-2420

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |  |   |
|---|---|--|---|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status | <input type="checkbox"/> \$113.75 Filing Fees and Certified Copy | <input checked="" type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
15 MAR 13 PM 4:13  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

March 5, 2015

DWAINE A. PARKER  
272 BURNT PINE DR.  
NAPLES, FL 34119

SUBJECT: XIDRONE SYSTEMS, INC.  
Ref. Number: W15000015819

We have received your document for XIDRONE SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason  
Regulatory Specialist II

Letter Number: 815A00004526



To whom it may concern,

March 11, 2015

We previously submitted documents for conversion of our Florida LLC to a Florida C Corporation and your department rejected our filing due to some errors and omissions on our behalf.

At your request, the rejection letter has been included with the resubmission of our complete application and necessary corrections.

Should you have any questions or need any additional information as it pertains to this matter, please feel free to contact me. I may be reached by phone at (239) 289-2420 or email at [dparker@xidronesystems.com](mailto:dparker@xidronesystems.com).

Thank you in advance for your time and assistance in helping us to resolve this matter.

Respectfully,

A handwritten signature in black ink, appearing to read "Dwaine A. Parker", is written over the word "Respectfully".

Dwaine A. Parker  
President & CEO

**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:

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

on **7/16/2014**  
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:

**N/A**

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

**XiDrone Systems, Inc.**

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(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.)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FILED

Signed this 11th day of March, 2015.

**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: Dwaine A. Parker Title: President & CEO

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

Signature: 

Printed Name: Dwaine A. Parker Title: President / Managing Member

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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  
XIDRONE SYSTEMS, INC.**

In accordance with Section 607.1007 of the Florida Business Corporation Act, the Florida Statutes, as hereafter amended and modified (the "FBCA"), the Board of Directors of XIDRONE SYSTEMS, INC., a Florida corporation (the "Corporation"), hereby files in its entirety the Articles of Incorporation of the Corporation as follows:

**ARTICLE I  
Name**

The name of the Corporation is: XiDrone Systems, Inc.

**ARTICLE II  
Principal Address**

The street address of the principal office and the mailing address of the Corporation is:  
272 Burnt Pine Drive Naples, Florida 34119

**ARTICLE III  
Purposes**

The Corporation may engage in the transaction of any or all-lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV  
Capital Stock**

4.1. Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 25,000,000 shares, of which 20,000,000 shares shall be common stock, having a par value of \$.0001 per share and 5,000,000 shares shall be blank-check preferred stock, having a par value of \$.0001 per share. The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval or the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

4.2. Common Stock.

(a) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as may be set by the Board of Directors and filed within these Articles of Incorporation pursuant to Section 607.0602 of the

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FBCA. Pursuant to the provisions of these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(b) Voting Rights. Each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(c) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(d) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

#### 4.3. Preferred Stock.

(a) Issuance, Designations, Powers, Etc. Subject to the limitations prescribed by the FBCA and the provisions of these Articles of Incorporation, the Board of Directors is expressly authorized, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation (which, pursuant to Section 607.0602(4) of the FBCA shall be effective without shareholder action), for the issuance from time to time of the shares of the Preferred Stock in one or more series, to establish from time to time the number of shares to be included in each such series, and to fix the designations, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

(i) The dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

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(ii) Whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iii) The obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(iv) Whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions for such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(v) Whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(vi) The rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(vii) Any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

(b) Dissolution, Liquidation, Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such series.

4.4. Shares Acquired by the Corporation. Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

4.5. No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

## ARTICLE V

### Registered Office, Registered Agent and Initial Incorporator

5.1. The Corporation designates 3140 W. Kennedy Blvd., Suite 109, Tampa, FL 33609 as the street address of the registered office of the Corporation and names Brett A. Verona, Esq. the Corporation's registered agent at that address to accept service of process within this state.

5.2 The name of the incorporator is Dwaine A. Parker, whose address is 272 Burnt Pine Drive, Naples, FL 34119.

**ARTICLE VI**  
**Board of Directors**

6.1. Classification. Pursuant to the provisions of these Articles of Incorporation or any Articles of Amendment filed pursuant to Section 4.3 hereof relating to the rights of the holders of any class of or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of the Corporation shall be as fixed from time to time by or pursuant to these Articles of Incorporation or by the Bylaws of the Corporation (the "Bylaws"). The directors, other than those who may be elected by the holders of any class or series of Preferred Stock voting separately by class or series, shall be classified, with respect to the time for which they severally hold office, into three classes, Class I, Class II and Class III, each of which shall be as nearly equal in number as possible, and shall be adjusted from time to time in the manner specified in the Bylaws to maintain such proportionality. Each initial director in Class I shall hold office for a term expiring at the 2018 annual meeting of the shareholders; each initial director in Class II shall hold office for a term expiring at the 2017 annual meeting of the shareholders; and each initial director in Class III shall hold office for a term expiring at the 2016 annual meeting of the shareholders. Notwithstanding the foregoing provisions of this Section 6.1, each director shall serve until such director's successor is duly elected and qualified or until such director's earlier death, resignation or removal. At each annual meeting of the shareholders, the successors to the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of the shareholders held in the third year following the year of their election and until their successors shall have been duly elected and qualified or until such director's earlier death, resignation or removal.

6.2. Removal.

(a) Removal For Cause. Pursuant to the provisions of these Articles of Incorporation or Articles of Amendment relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect directors under specified circumstances, any director or directors may be removed from office at any time, but only for cause (as defined in Section 6.2(b) hereof) and only by the affirmative vote, at any annual or special meeting of the shareholders, of not less than sixty-six and two-thirds percent (66-2/3%), of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, but only if notice of such proposed removal was contained in the notice of such meeting. At least thirty (30) days prior to such annual or special meeting of shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting.

(b) "Cause" Defined. For the purposes of this Section 6.2, "cause" shall mean (i) misconduct as a director of the Corporation or any subsidiary of the Corporation which

involves dishonesty with respect to a material corporate activity or material corporate assets, or (ii) conviction of an offense punishable by one (1) or more years of imprisonment (other than minor regulatory infractions and traffic violations which do not materially and adversely affect the Corporation).

(c) Vacancies. Newly created directorships resulting from any increase in the number of directors or any vacancy of the Board of Directors resulting from death, resignation, disqualification, removal or otherwise, may be filled only by affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director, or, if not filled by the directors, by the shareholders. Any director so elected shall hold office until the next election of the class for which such director shall have been elected and until such director's successor shall have been elected and qualified or until any such director's earlier death, resignation or removal.

6.3. Change of Number of Directors. The Board of Directors shall have the power to increase or decrease the authorized number of directors, with or without shareholder approval. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to maintain such classes as nearly equal as possible. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

6.4. Directors Elected by Holders of Preferred Stock. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect one or more directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Articles of Incorporation unless amended by Articles of Amendment applicable to such classes or series of Preferred Stock, and such directors so elected shall not be divided into classes pursuant to this Article VI unless expressly provided by the Articles of Amendment applicable to such classes or series of Preferred Stock.

6.5. Personal Liability of Directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting 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 FBCA, as amended. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

6.6. Exercise of Business Judgment. In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the

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Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this provision solely grants discretionary authority to the directors and no constituency shall be deemed to have been given any right to consideration thereby.

6.7. Directors. The number of directors constituting the Board of Directors as of the date of adoption of these Articles of Incorporation is five (5). The number of directors of the Corporation shall not be less than three (3) nor more than nine (9), the precise number to be fixed by resolution of the Board of Directors from time to time. The names and addresses of the directors as of the date of adoption of these Articles of Incorporation are:

Class I

Name:	Address:
Dwaine A. Parker	272 Burnt Pine Drive Naples, FL 34119
Lawrence S. Pierce	272 Burnt Pine Drive Naples, FL 34119
Damon E. Stern	272 Burnt Pine Drive Naples, FL 34119

Class II

Name:	Address:
James R. O'Neill	272 Burnt Pine Drive Naples, FL 34119
Brett A. Verona	3140 W. Kennedy Blvd., Suite 109 Tampa, FL 33609

**ARTICLE VII**  
**Action By Shareholders**

7.1. Annual Meetings. At an annual meeting of the shareholders of the Corporation, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been brought before the annual meeting (a) by, or at the direction of, the Board of Directors, or (b) by any shareholder of the Corporation who complies with the notice procedures set forth in the Bylaws and the requirements of Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended.

7.2. Special Meetings. Special meetings of the shareholders of the Corporation may be called at any time by (a) the Board of Directors; (b) the Chairman of the Board of Directors (if one is so appointed); (c) the Chief Executive Officer of the Corporation; (d) the President of the Corporation; or (e) the holders of not less than thirty-five percent (35%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, if such shareholders sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Any other person or persons may not call special meetings of the shareholders of the Corporation.

7.3. Shareholder Action Without a Meeting. Any action required or permitted to be taken at an annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice, and without a vote if the action is taken in the manner set forth under Section 607.0704 of the FBCA, as the same may be hereafter amended or superseded.

**ARTICLE VIII**  
**Amendments**

8.1. Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, Articles IV, VI, VII, or this Article VIII of these Articles of Incorporation. Notice of any such proposed amendment, repeal or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Board of Directors shall have the right to amend, alter, repeal or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

8.2. Bylaws. The Board of Directors shall have the power to amend or repeal the Bylaws in such manner as shall be prescribed by the Bylaws, and nothing herein shall serve to limit such power. The shareholders of the Corporation may adopt or amend a provision to the Bylaws, which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, XiDrone Systems, Inc., has caused these Articles of Incorporation to be executed, its corporate seal to be affixed, and its seal and execution hereof to be attested, all by its duly authorized officers, this 28th day of February, 2015.

**XIDRONE SYSTEMS, INC.**

By: 

Dwaine A. Parker, President

**Attest:**

By: 

Damon E. Stern, Sr. Vice President - Secretary

### Registered Agent's Acceptance

Having been named as registered agent in Article V, Section 5.1 of the Articles of Incorporation for Xidrone Systems, Inc., and to accept service of process for XiDrone Systems, Inc. at the place designated also in Article V, Section 5.1, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

A handwritten signature in black ink, appearing to read "Brett A. Verona", written over a horizontal line.

Registered agent's signature

Brett A. Verona, Esquire  
The Verona Firm  
3140 W. Kennedy Blvd., Suite 109  
Tampa, FL 33609  
(813) 258-0852

**XiDrone Systems, LLC**

**PLAN OF ENTITY CONVERSION**

WHEREAS, XIDRONE SYSTEMS, LLC, a Florida Limited Liability Company ("FL LLC" also referred to as the "Company"), plans to convert to a Florida corporation, subject to approval therefore by the Members, Managers and Managing Members of the Company, by and thru a statutory conversion as allowed by sections 607.1115, 608.4401, 608.4402 and 608.4404 of the Florida Statutes.

WHEREAS the Florida statutes require the FL LLC to adopt a Plan of Conversion;

NOW THEREFORE, FL LLC hereby sets forth the details for such conversion into XiDrone Systems, Inc., a Florida corporation ("FL Corporation") in this Plan of Entity Conversion:

1. FL LLC hereby agrees to convert the Company to a Florida corporation (the "Conversion") to be known as XiDrone Systems, Inc., and to perform such acts and execute such documents as may be necessary and/or convenient to effect the Conversion including but not limited to the execution of this Plan of Conversion, the Certificate of Conversion, The Articles of Incorporation and By-laws of the FL Corporation substantially in the forms and matter submitted to the Members, Managers and Managing Members respectively.
2. **Conversion.** Upon filing of this Plan of Conversion with the Florida Division of Corporations, FL LLC shall be converted to a FL Corporation pursuant to, and in accordance with those Statutes of the State of Florida as referenced above and, in connection therewith, each percentage of the issued and outstanding Membership Interests of FL LLC shall be converted into an equal and like percentage of the issued and outstanding shares of the Common Stock of the FL Corporation whose par value shall be equal to \$0.0001 per share.
3. **Amendment.** This Plan of Entity Conversion may be amended prior to filing the documents as required by Florida Statute to effectuate the Conversion as long as such amendment is ratified and approved by all Members, Managers and Managing Members of the FL LLC prior to the filing.
4. **Assignment and Assumption of Assets and Liabilities.** Effective as of the filing date and acceptance by the Florida Department of State, Division of Corporations of this conversion, the following assets and liabilities shall be transferred from FL LLC and assigned to FL Corporation: (a) all real property directly or indirectly owned; (b) All Intellectual Property owned; (c) all of the other assets of the Company; (d) all liabilities and obligations. As of the effective date of this conversion, the FL LLC will no longer exist.

15 MAR 19 AM 10:59  
REGISTRAR OF STATE  
TALLAHASSEE FLORIDA

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5. **Taxpayer Identification Number.** Notwithstanding the foregoing the Company shall not be terminated for tax purposes by reason of the Conversion, but rather a new IRS Form SS-4 will be filed to transfer the taxpayer identification number to the FL.
  6. **Business of the Company.** The business of the Company shall continue to be carried on after the Conversion by FL Corporation in accordance with the provisions of the Florida Statutes, the Articles of Incorporation and By-laws.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the date set forth above.

XiDrone Systems, LLC,  
a Florida limited liability company

By: 

Dwaine A. Parker

Its: President and Managing Member

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