

ALSO 00028153

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

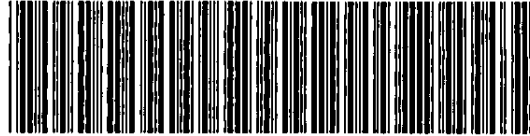
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WAS-10562



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 12, 2015

JONATHAN WASSERMAN
14181 69TH DR
PALM BEACH GARDENS, FL 33418

SUBJECT: STONEMILL INTERNATIONAL, LLC
Ref. Number: W15000010562

We have received your document for STONEMILL INTERNATIONAL, LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ 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.

✓ The Certificate of Conversion must be signed by an authorized person.

✓ The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

→ *in articles*
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. Eason
Regulatory Specialist II

Letter Number: 515A00003014

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FALLS CHURCH, VA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 17, 2015

JONATHAN WASSERMAN
14181 69TH DR
PALM BEACH GARDENS, FL 33418

SUBJECT: STONEMILL INTERNATIONAL, LLC
Ref. Number: W15000010562

We have received your document for STONEMILL INTERNATIONAL, LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an effective date is listed in the Certificate of Conversion, it must be listed also in the Articles of Incorporation.

The registered agent must sign accepting the designation.

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: 515A00003014

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:

Stone Mill International, LLC L19000182621
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 11-20-2014
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:**

Stone Mill International, 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.)

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15 MAR 25 PM 1:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signed this 17 day of February, 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: Jonathan Wasserman Title: Manager

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

Signature: _____

Printed Name: Jonathan Wasserman Title: COO - Managing Member

Signature: _____

Printed Name: Paolo Internicola Title: CEO - Managing Member

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
STONEMILL INTERNATIONAL, INC.**

STONEMILL INTERNATIONAL, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

FIRST. The name of this corporation is Stonemill International, Inc. (hereinafter, the "Corporation").

SECOND. The Corporation filed for a statutory conversion from a Limited Liability Corporation to a C Corporation on February 1, 2015.

THIRD. The resolution approving the Corporation's Articles of Incorporation was approved by the Corporation's Board of Directors (the "Board of Directors") in a meeting convened by conference call on February 17, 2015. Shareholder action to approve the Corporation's Articles of Incorporation was not required.

FOURTH. The Articles of Incorporation of the Corporation are hereby stated in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is "Stonemill International, Inc."

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes, which the Corporation is authorized to issue, is Ten Million (10,000,000) shares of common stock, \$0.001 par value per share ("Common Stock"). The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class (and series) of capital stock of the Corporation are as hereafter provided in this Article III, as follows:

1. Authorization to Issue. Except as otherwise restricted by this Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

2. No Assessments. Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

3. Qualified Rights. The rights of the holders of the Common Stock with respect to dividends and upon the liquidation, dissolution and winding up of the Corporation's affairs, are subject to and qualified by the rights of the holders of any other class of the Corporation's capital stock or other equity securities that may hereafter be issued and outstanding having rights upon the occurrence of a liquidation, dissolution or winding up of the Corporation senior to or *pari passu* with the rights of holders of Common Stock. Each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all respects other than voting.

4. Voting. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

5. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding shares of any other classes or series of the Corporation's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to or *pari passu* with the rights of holders of Common Stock.

ARTICLE IV. ADDRESS

The principal address of the Corporation is 14181 69th Drive, Palm Beach Gardens, Florida, 33418, and the mailing address is the same. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office.

The street address of the registered office of the corporation is 14181 69th Drive, Palm Beach Gardens, Florida, 33418, and the name of the registered agent of the corporation at that address is Jonathan Wasserman.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This Corporation shall initially have three directors. The names and addresses of the initial directors of the Corporation are:

Raymond Johnson
219 W Bay Cedar Circle
Jupiter, Florida 33458

Paolo Internicola
16597 Ferriers Court
Leesburg, VA, 20176

Jonathan Wasserman
14181 69th Drive
Palm Beach Gardens, FL, 33418

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Paolo Internicola
16597 Ferriers Court
Leesburg, VA, 20176

ARTICLE VIII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law 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, 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.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of

such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE IX. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Act, provided, however, that 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 requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Articles of Incorporation and by the laws of the State of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE XII. MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

A. The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

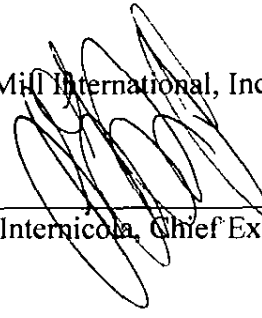
C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors.

D. Meetings of the shareholders may be held within or without the State of Florida, as the Bylaws may provide.

DECLARATION & CERTIFICATION

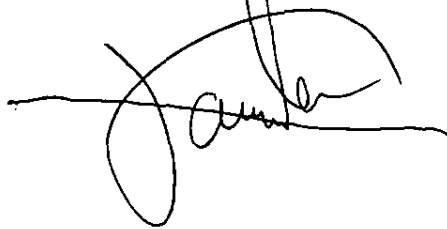
I, Paolo Internicola, the Chief Executive Officer of the Corporation, for the purpose of establishing the Corporation's Articles of Incorporation pursuant to the Act, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this ____ day of February 2015.

StoneMill International, Inc.



Paolo Internicola, Chief Executive Officer

I Jonathan Wasserman accept the designation
as registered agent



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15 MAR 25 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA