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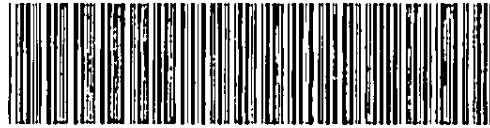
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7-15-15

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: SAFEPOINT HOLDINGS, 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:

JOHN BURNS

Contact Person

SAFEPOINT HOLDINGS

Firm/Company

12640 TELECOM DRIVE

Address

TEMPLE TERRACE, FL 33637

City, State and Zip Code

JBURNS@SAFEPOINTINS.COM

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

For further information concerning this matter, please call:

JOHN BURNS at (813) 435-6409

Name of Contact Person

Area Code and Daytime Telephone Number

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

Florida Dept. of State

use this address

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Tallahassee, FL 32314

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (the "Plan of Conversion") is dated as of July 1, 2015, and converts:

SAFEPOINT HOLDINGS, LLC,

a Florida limited liability company,
(the "Converting Entity")

into

SAFEPOINT HOLDINGS, INC.,

a Florida corporation
(the "Resulting Entity")

RECITALS

- A. The Converting Entity, **SAFEPOINT HOLDINGS, LLC**, is a limited liability company organized and existing under the laws of the State of Florida; and
- B. The Resulting Entity, **SAFEPOINT HOLDINGS, INC.**, will be a corporation organized and existing under the laws of the State of Florida.
- C. Section 608.4401 of the *Florida Statutes* permits the conversion of a Florida limited liability company into another business entity.
- D. The affairs of the Converting Entity are managed exclusively by its Board of Directors, as provided for in the Converting Entity's Articles of Organization and Operating Agreement. Resolutions containing a description of this Plan of Conversion were approved by Joint Unanimous Written Consent of the Directors and Members, at a meeting of the Directors and Members of the Converting Entity held on June 22, 2015.
- E. The Directors and Members of the Converting Entity have deemed it to be in its best interest and in the best interest of the Converting Entity for the Converting Entity to convert into a Florida corporation.
- F. The Directors and Members have unanimously approved the conversion of the Converting Entity into a Florida corporation and the terms of this Plan of Conversion.

NOW, THEREFORE, the Converting Entity hereby agrees that the Converting Entity shall be converted into a Florida corporation in the form of the Resulting Entity in accordance with the applicable laws of the State of Florida and the terms and conditions and in the manner set forth in this Plan of Conversion.

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TALLAHASSEE, FLORIDA
15 JUN 30 AM 11:20

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1. **The Conversion.**

Pursuant to the relevant provisions of the *Florida Limited Liability Company Act*, the Converting Entity, a Florida limited liability company, shall be converted into the Resulting Entity upon the terms and conditions set forth in this Plan of Conversion, and the Resulting Entity shall be organized and governed as a corporation under the laws of the State of Florida.

2. **Terms and Conditions of the Conversion.**

(a) The name of the Converting Entity is **Safepoint Holdings, LLC**, and the name of the Resulting Entity is **Safepoint Holdings, Inc.**

(b) This conversion will be effective as of July 1, 2015 ("Effective Date") upon the filing of a Florida Certificate of Conversion in the form attached as Exhibit "A" with the Florida Secretary of State and the filing of a Florida Articles of Incorporation in the form attached as Exhibit "B" with the Florida Secretary of State.

(c) On and after the Effective Date, the Converting Entity, a Florida limited liability company, shall convert into the Resulting Entity, a Florida corporation, and shall be governed by and subject to the laws of the State of Florida.

(d) On and after the Effective Date, the Converting Entity shall continue in existence without interruption in the organizational form of the Resulting Entity.

(i) All rights, title, and interests in and to all real estate and other property owned by the Converting Entity will continue to be owned by the Resulting Entity in its new organizational form without reversion or impairment, without further act or deed, and without transfer or assignment having occurred, but subject to any existing liens or other encumbrances thereon.

(ii) All liabilities and obligations of the Converting Entity shall continue to be liability and obligations of the Resulting Entity in its new organizational form without impairment or diminution by reason of the conversion.

(iii) The directors and officers of the Resulting Entity shall remain the same as the directors and officers of the Converting Entity immediately prior to the conversion.

(iv) All actions and resolutions of the Directors and Members taken or adopted from the inception of the Converting Entity prior to the Effective Date shall continue in full force and effect as if the Resulting Entity's Board of Directors and shareholders, respectively, had taken such actions and adopted such resolutions.

(v) Any claim existing or action or proceeding pending by or against the Converting Entity shall continue to be claims of the Resulting Entity in its new organizational form as if the conversion did not occur. The Resulting Entity has consented to the jurisdiction of the courts in Florida to enforce any obligation of the Converting Entity.

(vi) Neither the rights of creditors nor any liens upon the property of the Converting Entity shall be impaired by such conversion and shall continue as liens of the Resulting Entity.

3. Organizational Documents.

(a) Certificate of Conversion, in the form attached as Exhibit "A," shall be duly signed and filed with the Florida Secretary of State.

(b) Articles of Incorporation, in the form attached as Exhibit "B," shall be duly signed and filed with the Florida Secretary of State.

4. Manner and Basis of Converting Units in the Converting Entity.

(a) The capital of the Converting Entity consists of total of twelve (12) Members, collectively holding two million two hundred ninety one thousand fifty three (2,291,053) units in the amounts set forth on Exhibit C, totaling \$19,200,000 in contributions.

(b) The capital of the Resulting Entity consists of 5,000,000 shares of common stock of \$0.001 par value authorized, of which no shares have been or are issued or outstanding.

(c) On the Effective Date and without any action by any Member, the units of membership in the Converting Entity shall be cancelled, and the Resulting Entity shall have 5,000,000 shares of authorized common stock, par value \$0.001, and the membership interests of the Converting Entity will be exchanged for the initial 2,005,333 issuance of common stock from the Resulting Entity, in direct proportion to the percentage of vested membership interests currently owned by all of the Members. All outstanding units of membership of the Converting Entity when converted as provided for herein shall no longer be outstanding and shall automatically be cancelled and the former holders thereof shall cease to have any rights with respect thereto.

(d) The unvested membership interests in the Converting Entity will be treated in the future as unvested stock awards of the Resulting Entity. The unexercised warrants in the Converting Entity will be treated in the future as unexercised warrants of the Resulting Entity.

(e) No fractional shares of common stock will be issued in connection with the conversion. Any fractional share of the Resulting Entity's common stock that would otherwise be issued as a result of the Conversion will be rounded up to the nearest whole share of the Resulting Entity's common stock.

5. Effective Date of Conversion.

This conversion will be effective as of **July 1, 2015** ("**Effective Date**"), upon the filing of a Florida Certificate of Conversion in the form attached as Exhibit "A" with the Florida Secretary of State and the filing of a Florida Articles of Incorporation in the form attached as Exhibit "B" with the Florida Secretary of State.

6. Counterparts.

This Plan of Conversion may be executed in two or more counterparts, each of which will be deemed an original but all of which together will constitute one instrument.

{SIGNATURE PAGE FOLLOWS}

**SIGNATURE PAGE
TO THE
PLAN OF CONVERSION**

IN WITNESS WHEREOF, the Converting Entity has caused this Plan of Conversion to be executed by all of its Members as of the date first written above.

CONVERTING ENTITY:

SAFEPOINT HOLDINGS, LLC,
a Florida limited liability company

A handwritten signature in black ink, appearing to read 'D. Flitman', written over a horizontal line.

David M Flitman
President & CEO

EXHIBIT "A"
CERTIFICATE OF CONVERSION

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

Safepoint Holdings, LLC

2. The "Other Business Entity" is a limited liability company first organized under the laws of the State of Florida on May 31, 2013.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

Safepoint Holdings, Inc.

4. The effective date shall be July 1, 2015.

Signed this 22nd day of June, 2015.



David M. Flitman, President & CEO

EXHIBIT "B"
ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
SAFEPOINT HOLDINGS, INC.

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, and particularly Chapter 607 and Chapter 628, Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be SAFEPOINT HOLDINGS, INC. For purposes of convenience, the corporation shall be referred to in this instrument as the "Company."

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the Company is:

12640 Telecom Drive
Temple Terrace, FL 33637

The mailing address of the Company is:

12640 Telecom Drive
Temple Terrace, FL 33637

ARTICLE III
PURPOSE

The purpose for which the Company is organized is any and all lawful business.

ARTICLE IV
SHARES

The Company shall be authorized to issue up to Five Million (5,000,000) shares, having a par value of (\$0.001) per share.

ARTICLE V
REGISTERED AGENT

The name and Florida street address of the registered agent is:

Nancy L. Baily
12640 Telecom Drive
Tampa, FL 33637

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 appointment as registered agent and agree to act in this capacity.

Registered Agent Signature: Nancy L. Baily
Nancy L. Baily
ARTICLE VI
INCORPORATOR

Date: June 22, 2015

The name and address of the Incorporator is:

David M. Flitman
12640 Telecom Drive.
Tampa, FL 33637

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 s. 817.155, F.S.

Incorporator Signature: David M. Flitman
David M. Flitman
ARTICLE VII
EFFECTIVE DATE

Date: June 22, 2015

The Effective Date shall be July 1, 2015.

EXHIBIT "C"

UNIT OWNERSHIP

Name	Type of Unit	Number of Units
Amarjit S. Dhaliwal	Common	979,200
Amarpal S. Dhaliwal	Common	153,600
Amandeep D. Sandhu	Common	153,600
Khushi A. Dhaliwal	Common	153,600
Parminder Dhaliwal	Common	480,000
David Flitman*	Common	106,667
Nancy Baily*	Common	42,667
John Burns*	Common	42,667
Donald Rhomberg*	Common	21,332
Ryan Beck**	Common	10,774
Roy Geilen**	Common	5,387
Steven Hoffman**	Common	5,387

Those individuals indicated with an "*" have received these Common Units pursuant to the Management Incentive Plan. Such units will vest ratably over five years on the dates specified in the applicable employment agreement of each such individual.

Those individuals indicated with an "**" have received these Common Units pursuant to agreements with the Company. Such units will vest ratably over five years commencing January 1, 2016.