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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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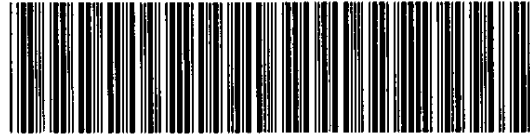
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 27 2015

T. BROWN

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Bioponics Technologies, 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:

Ernest Papadopyianis
Contact Person

Bioponics Technologies, Inc.
Firm/Company

21218 ST. Andrews Blvd., #738
Address

Boca Raton, FL 33484
City, State and Zip Code

edp33@bellsouth.net

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

For further information concerning this matter, please call:

Ernest Papadopyianis at (561) 482-6408
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

ERNEST D. PAPADOYIANIS

2401 NW 40th Circle

Boca Raton, FL 33431-5414

561-482-6408 ~ FAX 561-483-7821

New Filing Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

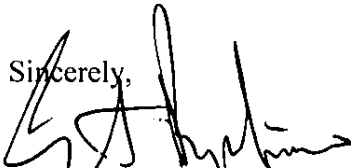
Re: Conversion of LLC to C-corp
Bioponics Technologies, LLC – EIN 45-5031944

Dear Division,

Please find enclosed cover letter, Certificate of Conversation, and new Articles of Incorporation for Bioponics Technologies, Inc. as the converted entity. Also attached is check for \$105.00 to cover filing fees.

If you have any questions, or need any further information, please contact me at the number above.

Sincerely,



Ernest D. Papadoyianis

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

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2015 JUL 21 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Bioponics Technologies, 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 3/26/12
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**:

Bioponics Technologies, 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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signed this 17 day of July, 2015.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or ☒ Directors or Officers have not been selected, an

Incorporator: Ernest Papadovianis
Printed Name: Ernest Papadovianis Title: President

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

Signature: Ernest Papadovianis

Printed Name: Ernest Papadovianis Title: Managing Director

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**

BIOPONICS TECHNOLOGIES, INC.

The undersigned subscriber[s] to these Articles of Incorporation, natural person[s], competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is:

BIOPONICS TECHNOLOGIES, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business/mailing address is:

21218 ST. ANDREWS BLVD., #738
BOCA RATON, FLORIDA 33433

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred Thousand [100,000] shares of \$.001 par value Common Stock, which shall be designated "Common Shares".

ARTICLE V – INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: ERNEST D. PAPADOYIANIS
ADDRESS: 2401 NW 40 CIRCLE
CITY: BOCA RATON, FLORIDA 33431

ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The corporation shall have ONE [1] director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one [1]. The names and addresses of the initial directors of the corporation are as follows:

NAME: ERNEST D. PAPADOYIANIS
TITLE: CHAIRMAN AND PRESIDENT
ADDRESS: 2401 NW 40 CIRCLE
CITY: BOCA RATON, FLORIDA 33431

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1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.
2. The stockholders may, pursuant to the By-Law provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of stock of this corporation as they may see fit.
3. The Board of Directors of this corporation shall adopt By-Laws for the government of this corporation which shall be subordinate only to the certificate of incorporation and the laws of the United States and the State of Florida. The By-Laws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any By-Law adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
5. If the By-Laws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the By-Laws, to the extent now or thereafter to be permitted under statutes and laws of the State of Florida.
6. If the By-Laws so provide, any stockholder of this corporation, to the extent now or thereafter permitted pursuant to the By-Laws of this corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this corporation. No such agreement shall impose directors' or stockholders' liabilities upon the stockholders who are parties thereto except to the extent required by the Statutes and laws of the State of Florida.
7. The Board of Directors of this corporation is authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve in any other capacity and receive compensation therefor in any form.
8. The corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any officer, director, or employee the

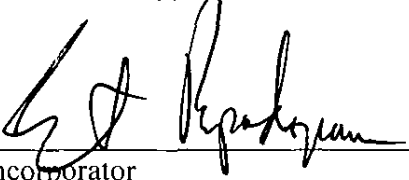
reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy [whether or not a quorum] that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under By-Law, agreement vote of shareholders or otherwise.

ARTICLE IX - INCORPORATOR

The name of the person[s] signing these Articles of Incorporation are as follows:

NAME: ERNEST D. PAPADOYIANIS
ADDRESS: 2401 NW 40 CIRCLE
CITY: BOCA RATON, FLORIDA 33431

I submit this document and affirm that the facts herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a felony as provided for in section 817.155 of the Florida Statutes.



Incorporator

7/17/15

Date

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

**CERTIFICATE OF REGISTERED AGENT
OF**

BIOPONICS TECHNOLOGIES, INC.

(Name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

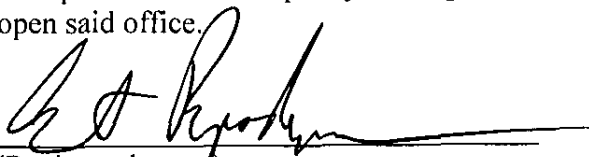
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

2401 NW 40th CIRCLE
BOCA RATON, FLORIDA 33431

has named ERNEST D. PAPADOYIANIS
located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered agent)

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TALLAHASSEE, FLORIDA