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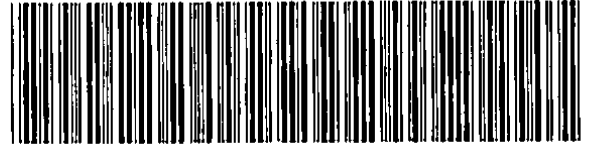
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 AUG -5 AM 10:33

AUG 30 2019

M. SOLOMON

ELDRETH LAW FIRM, PC

115 S. Saint Mary's St. Ste. C Raleigh, NC 27603
PO Box 25965, Raleigh NC, 27611

justin@eldrethlaw.com
(919) 833-5322

July 31, 2019

VIA FIRST CLASS MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: McKean Family Fitness, Inc.

Dear Corporations Division:

I hope this letter finds you well. I have enclosed the Certificate of Conversion and the \$35.00 filing fee 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:

Eldreth Law Firm, PC
Attn: Justin Eldreth
115 S. Saint Mary's St. Ste. C
Raleigh, NC 27603
justin@eldrethlaw.com

If there is any other information that I can provide, please do not hesitate to contact us through the office information provided above.

Sincerely,

ELDRETH LAW FIRM, PC



A. Justin Eldreth
Attorney at Law

Enclosures: (1)

Florida Department of State

**CERTIFICATE OF CONVERSION FOR
FLORIDA PROFIT CORPORATION INTO
"OTHER BUSINESS ENTITY"**

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 McKean Family Fitness, Inc.
2. The name of the "Other Business Entity" is McKean Family Fitness, Inc.
3. The "Other Business Entity" is a corporation registered under the laws of North Carolina.
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. 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 July 23, 2019.
8. This conversion shall be effective in Florida on July 23, 2019.
9. The "Other Business Entity's" principal office address is located at 120 Meredith Hollow Drive, Fuquay Varina, NC 27526, Wake County.
10. The "Other Business Entity" will be an out-of-state entity not registered to transact business in Florida, with 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: 120 Meredith Hollow Drive, Fuquay Varina, NC 27526. The mailing address is not different from the street address.
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.

This the 29 day of July, 2019.

MCKEAN FAMILY FITNESS, INC.



Justin McKean, Vice President

2019 AUG -5 AM 10:33



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

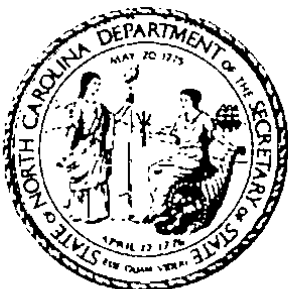
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

MCKEAN FAMILY FITNESS, INC.

the original of which was filed in this office on the 23rd day of July, 2019.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of July, 2019.

Elaine F. Marshall

Secretary of State

C2019 198 01556

State of North Carolina
Department of the Secretary of State

**ARTICLES OF INCORPORATION
INCLUDING ARTICLES OF CONVERSION**

Pursuant to §55-2-02 and § 55-11A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Incorporation Including Articles of Conversion for the purpose of forming a business corporation.

1. The name of the resulting corporation is: McKean Family Fitness, Inc. The corporation is being formed pursuant to a conversion of another business entity.
2. The name of the converting business entity is McKean Family Fitness, Inc. and the organization and internal affairs of the converting business entity are governed by the laws of the state of Florida. A plan of conversion has been approved by the converting business entity as required by law.
3. The converting business entity is a foreign corporation.
4. The number of shares the corporation is authorized to issue is: 2. These shares shall be all of one class, designated as common stock or divided into classes.
5. The name of the initial registered agent is: Justin McKean.
6. The street address and county of the initial registered office of the corporation is: 120 Meredith Hollow Drive, Fuquay Varina, NC 27526, Wake County.
7. The mailing address of the initial registered office is not different from the street address.
8. The principal office information is as follows: 120 Meredith Hollow Drive, Fuquay Varina, NC 27526, Wake County. The mailing address is not different from the principal office address.
9. Any other provisions, which the corporation elects to include, are attached.
10. The name and address of the incorporators are as followed: A. Justin Eldreth- 115 S. Saint Mary's St. Ste. C, Raleigh, NC 27603.
11. Please provide a business e-mail address: **Privacy Redaction** he Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.

12. This application will be effective upon filing, unless a delayed date and/or time is specified: _____.

This is the 17 day of July, 2019.


A. Justin Eldreth, Incorporator

McKEAN FAMILY FITNESS, INC.

MEETING MINUTES

NOW COMES the undersigned, being the President and Vice President of McKean Family Fitness, Inc., a corporation, and hereby adopts the following specific resolutions and does so by signing his written consent thereto. In addition to the above specific purposes, the business shall also be permitted to engage in all activities and purposes as set forth in any Article of the Bylaws.

PLAN OF CONVERSION

RESOLVED, pursuant to s. 607.1112, F.S., the corporation McKean Family Fitness Inc. would like to convert from a Florida Corporation to a corporation that operates in North Carolina. While converting to the other business entity, McKean Family Fitness shall comply with the applicable provisions of this chapter. The conversion is permitted by the laws of the State of North Carolina.

RESOLVED, when this conversion becomes effective

1. The other business entity shall be for all purposes the same entity that existed before the conversion.
2. There is no title to real property and other property, or any interest therein, owned by McKean Family Fitness at the time of its conversion into the other business entity that remains vested in the converted entity without reversion or impairment by operation of this chapter
3. The other business entity into which McKean Family Fitness was converted shall continue to be responsible and liable for all the liabilities and obligations of the converting domestic corporation, including liability to any shareholders having appraisal rights under ss. 607.1301-607.1333 with respect to such conversion.
4. Any claim existing or action or proceeding pending by or against McKean Family Fitness may be continued as if the conversion did not occur.
5. Neither the rights of creditors nor any liens upon the property of McKean Family Fitness under this chapter shall be impaired by such conversion.
6. The shares, obligations, and other securities, or rights to acquire shares, obligations, or other securities, of McKean Family Fitness shall be converted into the partnership interests, limited liability company interests, obligations, or other securities of the other business entity, including any rights to acquire any such interests, obligations, or other securities, or, in whole or in part, into cash, or other consideration, as provided in the plan of conversion. The

former shareholders of McKean Family Fitness shall be entitled only to the rights provided in the plan of conversion and to their appraisal rights, if any, under ss. 607.1301-607.1333 or other applicable law.

OTHER RESOLUTIONS

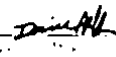
RESOLVED, there are no shareholders having appraisal rights the amount to which they are entitled under ss. 607.1301-607.1333, if any.


ADOPTION OF BYLAWS

RESOLVED, that the previous Bylaws that have been inserted into the Minute Book of the Corporation immediately preceding this Consent shall remain the same for the Bylaws of the Corporation once converted to North Carolina. If the Bylaws attached do not cover all necessary items, then the default rules under N.C. Gen. Stat. §55 shall govern unless otherwise agreed herein.

These actions are effective on this the 30th day of July, 2019.

McKEAN FAMILY FITNESS, INC.

By: 
Danielle McKean – President

By: 
Justin McKean – Vice President

**Electronic Articles of Incorporation
For**

P15000079463
FILED
September 25, 2015
Sec. Of State
msolomon

MCKEAN FAMILY FITNESS INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MCKEAN FAMILY FITNESS INC.

Article II

The principal place of business address:

16341 NW 11TH ST
PEMBROKE PINES, FL. 33028

The mailing address of the corporation is:

16341 NW 11TH ST
PEMBROKE PINES, FL. 33028

Article III

The purpose for which this corporation is organized is:

HEALTH AND FITNESS COACH

Article IV

The number of shares the corporation is authorized to issue is:

1

Article V

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

JUSTIN R MCKEAN
16341 NW 11TH ST
PEMBROKE PINES, FL. 33028

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JUSTIN MCKEAN

Article VI

The name and address of the incorporator is:

DANIELLE MCKEAN
16341 NW 11TH ST

PEMBROKE PINES, FL 33028

Electronic Signature of Incorporator: DANIELLE MCKEAN

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DANIELLE T MCKEAN
16341 NW 11TH ST
PEMBROKE PINES, FL. 33028

Title: VP
JUSTIN R MCKEAN
16341 NW 11TH ST
PEMBROKE PINES, FL. 33028

Article VIII

The effective date for this corporation shall be:

09/24/2015