

P15000083645

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

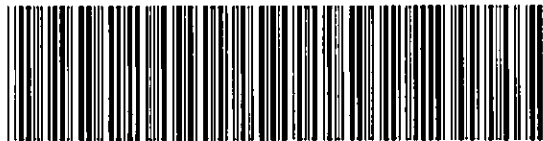
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700395149907

Conversion

10/10/22--01006--002 **380.00

RECEIVED
2022 OCT 10 AM 10:32
ALLAHASSEE, FLORIDA

FILED

2022 OCT 10 AM 11:33

A. RAMSEY
OCT 11 2022

Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Germfree SG, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

~~☒ Certified Copy~~

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

☒ Conversion

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

FILED

**ARTICLES OF CONVERSION
FOR
FLORIDA CORPORATION
INTO
NON-FLORIDA BUSINESS ENTITY**

2022 OCT 10 AM 11:33

October 10, 2022

These Articles of Conversion are submitted to convert Germfree SG, Inc., a Florida corporation (the "**Converting Corporation**"), into Germfree SG, LLC, a Delaware limited liability company (the "**Surviving Company**"), in accordance with Fla. Stat. § 607.11933.

1. The name of the Converting Corporation immediately prior to the conversion is Germfree SG, Inc., a Florida corporation.

2. The name of the Surviving Company upon the conversion is Germfree SG, LLC, a Delaware limited liability company.

3. The Surviving Company is a limited liability company formed under the laws of the State of Delaware as of the date of filing of the Certificate of Conversion and Certificate of Formation with the Secretary of State of the State of Delaware. The Certificate of Formation of the Surviving Company filed with the Secretary of State of the State of Delaware is attached hereto as Exhibit A.

4. The Plan of Conversion for the conversion was approved by the Converting Corporation in accordance with Fla. Stat. §§ 607.11930 through 607.11935.

5. In accordance with Fla. Stat. § 607.11933(4)(b), the conversion shall be effective at the later date of: (a) the date and time provided by the organic law of the Surviving Company; or (b) when these Articles of Conversion take effect.

6. The street and mailing address of the Surviving Company at which the Division of Corporations of the Florida Department of State may send any process served on the Florida Department of State pursuant to Fla. Stat. § 607.0504 and Chapter 48, Florida Statutes, is 4 Sunshine Blvd., Ormond Beach, Florida 32174.


7. To the extent that any stockholder(s) or member(s) of the Converting Corporation or the Surviving Company have appraisal rights entitling such stockholder(s) or member(s) to a payment under Fla. Stat. §§ 607.1301 through 607.1340, the Surviving Company shall make such payment.

[Remainder of Page Left Blank – Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion of Germfree SG, Inc., as of the date first written above.

CONVERTING CORPORATION:

GERMFREE SG, INC., a Florida corporation

DocuSigned by:

By: _____
Name: Caroline Mitchell
Title: President

SURVIVING COMPANY:

GERMFREE SG, LLC, a Delaware limited liability company

By: Germfree SG HoldCo, Inc., a Florida corporation, its sole member


DocuSigned by:

By: _____
Name: Caroline Mitchell
Title: President

EXHIBIT A

CERTIFICATE OF FORMATION OF SURVIVING COMPANY

[TO BE ATTACHED]

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GERMFREE SG,
LLC" FILED IN THIS OFFICE ON THE TENTH DAY OF OCTOBER, A.D.
2022, AT 8:20 O'CLOCK A.M.



7073900 8100F
SR# 20223730322

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204583512
Date: 10-10-22

**STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION
OF
GERMFREE SG, LLC**

October 10, 2022

This Certificate of Formation of Germfree SG, LLC (the “**Company**”) is being duly executed and filed by an authorized person to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

FIRST: The name of the Company is Germfree SG, LLC.

SECOND: The address of its registered office in the State of Delaware is 3411 Silverside Road, Tatnall Building #104, Wilmington, DE 19810, New Castle County. The name of its Registered Agent for service of process at such registered office is Corporate Creations Network Inc.

THIRD: No member of the Company, solely by reason of being a member, is an agent of the Company for the purposes of its business, and no member shall have authority to act for the Company solely by reason of being a member.

[Remainder of Page Left Blank – Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being an authorized person, has executed this Certificate of Formation of Germfree SG, LLC as of the date first set forth above.

DocuSigned by:



G8A66CED6326408

CAROLINE MITCHELL, Authorized
Person