

P16000038709

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

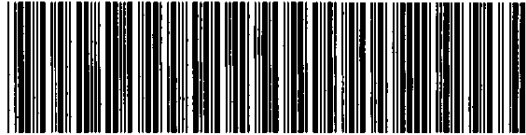
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200284212512

04/27/16--01023--005 \*\*130.00

FILED  
16 APR 27 PM 2:58  
COURT CLERK  
CLERK OF COURT

5/4/16



April 6, 2016

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Conversion of Aerosonix, LLC, to Aerosonix, Inc.

Dear Sir/Madam:

Enclosed please find the following concerning the conversion of Aerosonix, LLC, a Florida limited liability company, into Aerosonix, Inc., a Florida corporation:

- (1) Articles of Incorporation for Aerosonix, Inc;
- (2) Articles of Conversion and Certificate of Conversion; and
- (3) a check in the amount of \$130.00 for the filing fees for the above documents.

Please file the Articles of Incorporation and the Articles and Certificate of Conversion.

If you have any questions or require additional information, please feel free to call me at 407-649-7777. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Alexander, Jr.'.

Edward R. Alexander, Jr.

Enclosures

FILED  
16 APR 27 PM 2:53  
TALLAHASSEE, FL

**Articles and Certificate of Conversion**  
for the conversion of  
**Aerosonix, LLC**  
a Florida limited liability company,  
into  
**Aerosonix, Inc.**  
a Florida corporation.

FILED

16 APR 27 PM 2:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

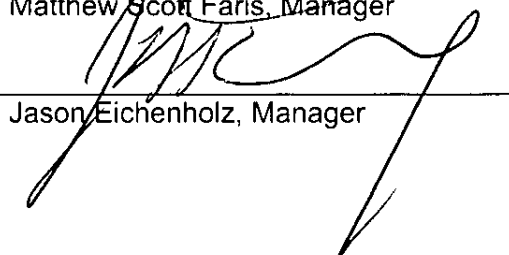
Aerosonix, LLC, a Florida limited liability company (the "**Company**"), files these Articles and Certificate of Conversion pursuant to §§605.1045 and 607.1115, Florida Statutes, to convert the Company into a Florida corporation, and states as follows:

1. The name of the Company is Aerosonix, LLC. It is a Florida limited liability company, and was formed on November 20, 2013, and amended March 18, 2015.  
**L13000166030**
2. The Company is being converted into Aerosonix, Inc. a Florida corporation.
3. The Plan of Conversion was unanimously approved by the members of Aerosonix, LLC.
4. As of the effective date of these Articles of Conversion, the limited liability company shall be converted into Aerosonix, Inc., a Florida corporation, in accordance with the Articles of Incorporation of Aerosonix, Inc., attached hereto as Exhibit A.
5. The principal office of the Florida corporation into which the Company is being converted is 950 N. Orlando Ave., Ste. 200, Winter Park, FL 32789.
6. The effective date of the conversion and this Articles of Conversion shall be the filing date.
7. Aerosonix, Inc., a Florida corporation, has agreed to pay to any members having appraisal rights the amount to which such members are entitled under §§605.1006 and 605.1061 to 605.1072, Florida Statutes.

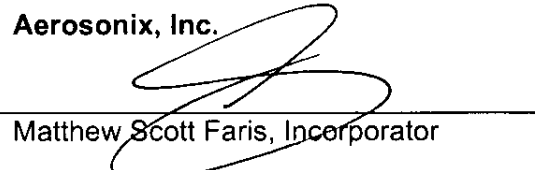
These Articles and Certificate of Conversion are executed as of this 25<sup>th</sup> day of March, 2016.

**Aerosonix, LLC**

  
Matthew Scott Faris, Manager

  
Jason Eichenholz, Manager

**Aerosonix, Inc.**

  
Matthew Scott Faris, Incorporator

**ARTICLES OF INCORPORATION  
OF  
AEROSONIX, INC.**

FILED

16 APR 27 PM 2:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I. Name**

The name of this Corporation shall be:

**AEROSONIX, INC.**

**ARTICLE II. Principal Office**

The address of the principal office and the mailing address of the Corporation is: 950 N. Orlando Ave., Ste. 200, Winter Park, FL 32789.

**ARTICLE III. Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE IV. Capital Stock**

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Twelve Million Five Hundred Thousand (12,500,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Ten Million (10,000,00) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "**Common Stock**"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. Preferred Stock. Two Million Five Hundred Thousand (2,500,000) shares of the total number of authorized shares of capital stock shall be designated as preferred stock (the "**Preferred Stock**"). The Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors may establish, from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 4. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 5. Dividends. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, upon the liquidation of the Corporation the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a pari passu basis according to the number of shares of capital stock of the Corporation held by such holders.

Section 7. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI. Registered Office and Agent

The street address of the registered office of this Corporation is 950 N. Orlando Ave., Ste. 200, Winter Park, FL 32789, and the name of the initial registered agent of this Corporation at that address is Matthew Scott Faris.

#### ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be two.

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Matthew Scott Faris	950 N. Orlando Ave., Ste. 200 Winter Park, FL 32789

Jason Eichenholz	950 N. Orlando Ave., Ste. 200 Winter Park, FL 32789
------------------	--

Section 6. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with ARTICLE IV. Section 3 of ARTICLE IV, any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with ARTICLE IV. Section 3 of ARTICLE IV, if one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Matthew Scott Faris	2682 W. Fairbanks Ave. Winter Park, FL 32789

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE X. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI. Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XII. Affiliated Transactions

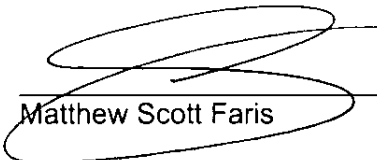
This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of March 25, 2016.

  
Matthew Scott Faris, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Aerosonix, Inc.

  
Matthew Scott Faris

FILED  
16 APR 27 PM 2:58  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA