

P17000059682

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

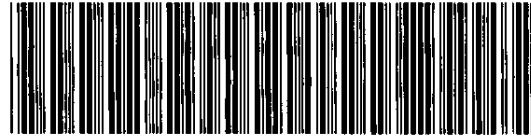
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000301045900

07/12/17--01017--012 **122.50

FILED
17 JUL 12 AM 10:39
2017 JUL 12 10:39 AM
17 JUL 12 10:39 AM

T. BURCH

JUL 13 2017

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: SUNSHINE SUPPLEMENTS, 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:

K. Michael Swann, Esquire
Contact Person

Snyderburn, Rishoi & Swann, LLP
Firm/Company

2250 Lucien Way, Suite 140
Address

Maitland, Florida 32751
City, State and Zip Code

iamador@srsllaw.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ileana Amador at (407) 647-2005
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

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:

SUNSHINE SUPPLEMENTS FLORIDA, 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 March 22, 2016

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:

Florida

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

SUNSHINE SUPPLEMENTS, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: Date of Filing
(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.

FILED
17 JUL 12 AM 10:39
CLERK OF THE COURT
JUL 12 2016

Signed this 11th day of July, 2017.

Required Signature for Florida Profit Corporation:

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

Incorporator: [Signature]

Printed Name: John Mansour Title: President

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

Signature: [Signature]

Printed Name: Minterlachen, LLC Title: Manager

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

SUNSHINE SUPPLEMENTS, INC.

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desires to form a corporation according to the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

1. The name of the corporation is SUNSHINE SUPPLEMENTS, INC. (the "Corporation").

ARTICLE II
DURATION

2. The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

3. The Corporation has been formed to primarily market and distribute its proprietary liquid supplement, B4, exclusively within the United States but may also engage in any other lawful activity permitted under the Florida Business Corporation Act (the "Act") and the laws of the United States of America. The Corporation may exercise all powers reasonably connected with such activities and businesses that may be legally exercised by corporations under the Act and the laws of the United States of America and may engage in all activities necessary, customary, convenient, or relating to any of the foregoing.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

4. The street address of the initial registered office is:

120 East Marks Street, Suite 250
Orlando, Florida 32803

The name of the initial Registered Agent at the Registered Office is JOHN MANSOUR.

ARTICLE V
STREET ADDRESS OF THE PRINCIPAL OFFICE

5. The street address of the principal office is:

120 East Marks Street, Suite 250
Orlando, Florida 32803

The mailing address of the Corporation is:

51 East Jefferson Street, Suite 2369
Orlando, Florida 32802

ARTICLE VI
INITIAL DIRECTORS

6. The initial board of directors will consist of two (2) directors (individually the "Director" and collectively the "Board of Directors") with the exact number of directors to be determined by the Board of Directors and set forth in the Corporation's By-laws. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until successors are elected and qualified are set out below:

John Mansour
51 East Jefferson Street, Suite 2369
Orlando, Florida 32802

Dave LaRue
51 East Jefferson Street, Suite 2369
Orlando, Florida 32802

ARTICLE VII
AUTHORIZED CAPITAL

7. The aggregate total number of all shares that the Corporation is authorized to issue is 30,000,000 shares of common stock par value \$.01 per share, and shall be allocated amongst the following classes:

Class A Shares

The Corporation is authorized to issue a total of 10,000,000 Class A shares having a par value of \$.01 per share. The Class A shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

(a) The holders of Class A shares will be entitled to receive, if and when declared by the Board of Directors, out of the monies of the Corporation properly applicable to the payment of dividends, cumulative cash dividends at the rate set by the Board of Directors.

(b) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of its net assets among the shareholders, the holders of the Class A, Class B and Class C shares will be entitled to receive and share equally in the net assets of the Corporation.

(c) The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

(d) Holders of Class A shares shall have anti-dilution rights and the issuance of Class B and Class C shares or any other equity securities by the Corporation shall not dilute the Class A shareholders total ownership in the Corporation prior to such issuance. In the event that the issuance of Class B or Class C shares or any other equity securities by the Corporation acts to dilute the Class A shareholders, the Corporation shall automatically without further action by the shareholders or the Board of Directors, issue additional Class A shares to Class A shareholders, pro-rata, in accordance with the Class A shares outstanding so that the total number of Class A shares outstanding immediately afterwards represents the same percentage of ownership held by Class A shareholders prior to the issuance of any Class B or Class C shares or any other equity securities by the Corporation. The number of shares to be issued to Class A shareholders shall, therefore, be equal to $(U/A) \times B$ where:

(1) U = Number of Class A shares outstanding immediately prior to the issuance of additional Class B or Class C shares or any other equity securities by the Corporation.

(2) A = Number of all shares (Class A, Class B, Class C and any other equity securities combined) outstanding immediately prior to the issuance of additional Class B or Class C shares or any other equity securities by the Corporation.

(3) B = Number of all shares outstanding immediately after the issuance of additional Class B or Class C shares or any other equity securities by the Corporation.

Anti-dilution rights in favor of Class A shareholders shall not apply to (i) any securities issuable as a dividend or distribution by the Board of Directors on any shares; (ii) securities issued upon the conversion of any warrant or option for which an adjustment has previously been made; and (iii) any shares issuable upon a stock split, stock dividend or any subdivision of shares.

(e) The Corporation may not offer any additional shares of its common stock or securities convertible into shares for cash ("New Securities") to any existing shareholder or other party unless the corporation first offers all Class A shareholders, pro rata, the right to purchase the New Securities on the same terms and conditions. Prior to issuing New Securities, the Corporation shall provide written notice to all Class A shareholders describing the terms of the offer. After receiving the notice, Class A shareholders shall then have ten (10) days to inform the Corporation in writing of the amount of New Securities desired to be purchased. To the extent Class A shareholders fail to notify the Corporation or otherwise decline the offer to purchase New Securities, in whole or in part, then the Corporation shall be free to offer the uncommitted New Securities to any other party on the same terms and conditions that were presented to Class A shareholders.

Class B Shares

The Corporation is authorized to issue a total of 10,000,000 Class B shares having a par value of \$.01 per share. The Class B shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

(a) The holders of Class B shares will be entitled to receive, if and when declared by the Board of Directors, out of the monies of the Corporation properly applicable to the payment of dividends, cumulative cash dividends at the rate set by the Board of Directors.

(b) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of

its net assets among the shareholders, the holders of the Class A, Class B and Class C shares will be entitled to receive and share equally in the net assets of the Corporation.

(c) The holders of Class B shares will be entitled to one hundred (100) votes for each Class B share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

(d) Class B shares are subject to future dilution and holders of Class B shares have no rights of first refusal to acquire any New Securities.

Class C Shares

The Corporation is authorized to issue a total of 10,000,000 Class C shares having a par value of \$.01 per share. The Class C shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

(a) The holders of Class C shares will be entitled to receive, if and when declared by the Board of Directors, out of the monies of the Corporation properly applicable to the payment of dividends, cumulative cash dividends at the rate set by the Board of Directors.

(b) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of its net assets among the shareholders, the holders of the Class A, Class B and Class C shares will be entitled to receive and share equally in the net assets of the Corporation.

(c) The holders of Class C shares will be entitled to one vote for each Class C share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

(d) Class C shares are subject to future dilution and holders of Class C shares have no rights of first refusal to acquire any New Securities.

Restrictions or Transferability

In addition to restrictions on the sale and transfer of the Shares imposed by federal and state securities laws, no Shares or other securities of the Corporation may be sold, transferred, pledged or hypothecated without the express written consent of the Corporation, which consent shall not be unreasonably withheld. The sale of any Shares to an existing shareholder or third party is also subject to a Right of First Refusal in favor of the Corporation to purchase such Shares on the same terms and conditions offered to a selling shareholder of the Corporation. The procedures relating to the duties and responsibilities of the Corporation and the selling shareholder with respect to the Right of First Refusal shall be determined by the Board of Directors and set forth in the Corporation's By-laws. Notice of these procedures shall be provided to all shareholders of record.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

8. The Board of Directors, officers, employees, and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation to the greatest extent permitted by law.

ARTICLE IX

LIMITATION OF LIABILITY

9. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation.

ARTICLE X

EFFECTIVE DATE OF FILING

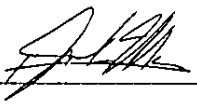
10. This document will become effective on the date of filing.

ARTICLE XI
CONSENT OF APPOINTMENT BY REGISTERED AGENT

11. Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Dated this 11th day of July, 2017.

REGISTERED AGENT



JOHN MANSOUR

ARTICLE XII
INCORPORATOR

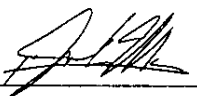
12. The name and address of the incorporator are set out below:

John Mansour
51 East Jefferson Street, Suite 2369
Orlando, Florida 32802

EXECUTION

13. I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document and do certify 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 §817.155, F.S.

Dated this 11th day of July, 2017.



JOHN MANSOUR
Incorporator

FILED
JUL 12 AM 10:39
DEPT OF STATE
TALLAHASSEE, FLORIDA