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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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AUG 14 2017
T SCHROEDER

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Organic Nutrition, 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:

Michael Karsch

Contact Person

Rice Pugatch Robinson Storfer & Cohen, PLLC

Firm/Company

101 NE Third Avenue, Suite 1800

Address

Fort Lauderdale, FL 33301

City, State and Zip Code

mkarsch@rprsllaw.com

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

For further information concerning this matter, please call:

Michael Karsch

at (561) 338-7090

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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:

Organic Nutrition, LLC LO9-81406

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 August 20, 2009

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**:

Organic Nutrition, 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.

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17 AUG 11 AM 8:59
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

Signed this 7th day of August, 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: _____

Printed Name: _____ Title: _____

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

Signature: [Signature]

Printed Name: Robert Desrosiers 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
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Certified Copy: \$8.75 (Optional)

Certificate of Status: \$8.75 (Optional)

17 AUG 11 AM 8:59
DEPT. OF STATE
WASHINGTON, FLORIDA

**ARTICLES OF INCORPORATION
OF
ORGANIC NUTRITION, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: ORGANIC NUTRITION, INC., One Cate Street, Suite 100, Portsmouth, NH 03801.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>CLASS OF STOCK</u>
10,000,000	Preferred
100,000,000	Common

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CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA

The shares of Preferred Stock may be issued from time to time in one or more classes or series, each such class or series to be so designated as to distinguish the shares thereof from the shares of all other classes and series. The Board of Directors of the Corporation is expressly authorized without shareholder approval, at any time by adopting resolutions and, to the extent required by the Florida Business Corporation Act ("FBCA"), filing articles of amendment with the Florida Department of State) to divide the Preferred Stock into classes or series and to fix and determine the relative rights, preferences, qualifications, and limitations of the shares of any class or series so established, including, without limitation, the number of shares constituting such class or series, dividend rights, conversion rights, redemption privileges, voting powers, and liquidation preferences, and to increase or decrease the size of any such class or series (but not below the number of shares of any class or series of Preferred Stock then outstanding) to the extent permitted under the FBCA. Without limiting the generality of the foregoing, in establishing any class or series of Preferred Stock the Board of Directors may, to the extent permitted under the FBCA, provide that such class or series shall be superior to, rank equally with or be junior to Preferred Stock of any other class or series. Except as otherwise expressly provided in the articles of amendment establishing any class or series of Preferred Stock, no vote of the holders of shares of Preferred Stock or Common Stock shall be prerequisite to the issuance of any shares of any class or series of Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation. In accordance with the FBCA, the Board of Directors

shall determine all of the preferences, limitations, and relative rights for each series of Preferred Stock before the issuance of any shares of that series.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be Michael D. Karsch, 101 NE Third Avenue, Suite 1800, Fort Lauderdale, FL 33301 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. The shareholders of the Corporation may remove a director from office at any time without or without cause.

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

To the fullest extent permitted by the FBCA as in effect on the date hereof, and as hereafter amended from time to time, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time, or such successor statute. Any repeal or modification of this Section 2 by the stockholders of the Corporation shall not affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

ARTICLE VII

The name and address of the first directors of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

Name

Address

Xavier T. Cherch

One Cate Street, Suite 100, Portsmouth, NH 03801

17 AUG 14 3:11 PM
FBI
PORTSMOUTH, NH

John Hallé	One Cate Street, Suite 100, Portsmouth, NH 03801
Michael P. Ferree	One Cate Street, Suite 100, Portsmouth, NH 03801
Mark Abrams	One Cate Street, Suite 100, Portsmouth, NH 03801
Anthony Desomma	One Cate Street, Suite 100, Portsmouth, NH 03801

ARTICLE VIII

The name and address of the incorporator is: Michael D. Karsch, 101 NE Third Avenue, Suite 1800, Fort Lauderdale, FL 33301.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

I submit this document and affirm 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 s.817.155, F.S.



Michael Karsch

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AUG 11 AM 9:59
STATE
FLORIDA

CONSENT OF REGISTERED AGENT

Having been named the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 7th day of August, 2017.



Michael D. Karsch,
Registered Agent

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17 AUG 11 AM 8:59
STATE
TALLAHASSEE FLORIDA