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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

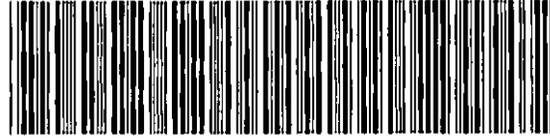
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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09/05/17--01005--012 \*\*122.50

17 SEP 5 AM 11:18

FILED

2017 SEP -5 11:18:34

FILED

9/5/17

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** AUSTRIAN ALPS SKIN CARE, 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 FUGLER

\_\_\_\_\_  
Contact Person

AUSTRIAN ALPS SKIN CARE, INC.

\_\_\_\_\_  
Firm/Company

13661 PERDIDO KEY DRIVE

\_\_\_\_\_  
Address

PERDIDO KEY, FL 32507

\_\_\_\_\_  
City, State and Zip Code

michael@alpsskincare.com

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

For further information concerning this matter, please call:

Michael Fugler

at ( 917 ) 834-7250

\_\_\_\_\_  
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:  
AUSTRIAN ALPS SKIN CARE, 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 Arizona  
(Enter state, or if a non-U.S. entity, the name of the country)

on June 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:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:  
AUSTRIAN ALPS SKIN CARE, 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.

FILED  
2017 SEP -5 11:11:34  
TALLAHASSEE, FL  
STATE DEPARTMENT OF REVENUE

Signed this 5th day of September, 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: Michael Fugler Title: Interim CEO

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

Signature: [Signature]

Printed Name: Michael Fugler Title: Managing Member

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  
AUSTRIAN ALPS SKIN CARE, INC.**

FILED  
2017 SEP -5 AM 11:24

I, the undersigned natural person of the age of twenty-one (21) years or more, acting as organizer of a corporation under the Florida Business Corporations Act "Act", do hereby adopt the following ARTICLES OF INCORPORATION, for such corporation. These ARTICLES OF INCORPORATION amends, and entirely replaces, the Articles of Organization of AUSTRIAN ALPS SKIN CARE LLC previously filed with the Secretary of State ARIZONA.

**ARTICLE I  
FORMATION**

Name. The name of the Corporation is AUSTRIAN ALPS SKIN CARE, INC. "ALPS" or "Corporation."

**ARTICLE II  
PURPOSE**

Purpose. The purpose of the Corporation is to engage in any lawful acts or activities for which corporations may be organized under the Act. The Corporation shall have such powers as are necessary to or reasonably associated with the accomplishment of the foregoing purposes.

**ARTICLE III  
PRINCIPLE PLACE OF BUSINESS**

Principal Place of Business. The principal place of business of the Corporation shall be at 13661 Perdido Key Drive, Perdido Key, FL 32507. The Corporation may locate its place or places of business at any other place or places, as the Board of the Corporation may from time to time deem advisable.

**ARTICLE IV  
CAPITAL STOCK**

The capital stock of the Corporation shall consist of 100,000,000 shares further described as:

- a) 75,000,000 shares of various Classes or no Class of voting common stock, or various Series of non-voting common stock, as authorized for issuance by the Board of Directors ("Board") by majority vote, all of which shall bear a \$0.0001 par value per share ("Common Stock"); and
- b) (b) 25,000,000 shares of various Series of non-voting preferred stock, as authorized for issuance by the Board of Directors by majority vote, all of which shall bear a \$0.0001 par value per share, and a Stated Value per share as determined by majority vote of the Board of Directors ("Series [# or name] Preferred Stock"). Each of the Common Stock and Preferred Stock to be issued by the Board of directors, respectively, possessing at least the following rights, powers and preferences of the holders thereof as set forth herein, as well as any rights or preferences as described in each shareholder's Stock Purchase Agreement "SPA":

**Common Stock**

The holders of voting Common Stock shall be entitled to vote according to voting rights assigned to each class of common stock, at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of one or more outstanding series of Preferred

Stock if the holders of such series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Articles of Incorporation or pursuant to the applicable laws of the State of Florida (the "Florida Corporate Statutes"). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of the Articles of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of any contrary provisions of the Florida Corporate Statutes. Unregistered or non-exempt Common Stock shall not be transferrable, except to a party who is a family member of the holder of such Common Stock, or who, directly or indirectly, controls, is controlled by, or is under common control with the holder of such Common Stock, including without limitation any general partner, managing member, officer or director of the holder of such Common Stock or any capital fund, trust, partnership or corporation now or hereafter existing that is controlled by one or more general partners or managing members or control shareholders of, or shares the same management company with, the holder of such Common Stock (an "Affiliate").

The voting Common Shares authorized hereby are Original Shares, Class A Shares, Class A+ Shares, Class CF, Class REG A Shares, and Shares of no class. Other Classes may be added by a majority vote of the Board. All voting shares shall maintain Super-voting rights, conversion rights, and preemptive rights through the date of registration and listing of the Shares, or shares into which such shares were convertible, on a National Stock Exchange, recognized by the Securities and Exchange Commission of the United States ("SEC"), such as the NYSE or NASDAQ or CHX (excludes foreign and OTC Markets), at which time the Super-voting and preemptive rights shall terminate, and the conversion rights would have been exercised. The terms and conditions of the Super-voting, conversion and preemptive rights are specific to each Class or no class designation, and are set by the Board relative to each Class, and further described in each SPA of each Shareholder.

### **Preferred Stock**

Each Series [# or name] Preferred Stock shall be authorized and described by separate terms and conditions as issued by the Board. All Series of Preferred Stock are non-voting, except for Series, which may designate a Director, or for reasons pursuant to Florida Statute.

No Series of Preferred Stock shall be transferrable unless registered under state or Federal law, except to an Affiliate of the holder of the Preferred Stock, or by the exercise of exemptions available in the State of Florida, as prescribed by federal law, or by another State's exemption for shares authorized to be held in such State, unless such transfer is approved by the Board of Directors of the Corporation. Each Preferred Share of any Series shall have a par value equal to \$0.0001, and a Stated Value per share as determined by the Board at issuance and as further described in each shareholder's SPA. At the sole discretion of the Board of Directors, the Corporation may, upon notice to the holders of any Series of Preferred Stockholders, redeem that Series of Preferred Shares, at the Stated Value plus all accrued but unpaid dividends; except, the Board may include terms for automatic redemption of any Series pursuant to an exempt or registered offering of the Corporation. In the event of: (a) any sale of all of the capital stock of the Corporation; (b) any sale of all or substantially all of the assets of the Corporation; (c) any merger or consolidation involving the Corporation which thereafter results in the outstanding capital stock of the Corporation comprising less than a majority of the voting power of the

merged or consolidated entity; or (d) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of any Series Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to Stockholders, before any payment shall be made to holders of Common Stock, an amount per share equal to the Series Stated Value plus any dividends accrued but unpaid thereon (the "Series Preferred Liquidation Preference"). After full satisfaction of the Series Preferred Liquidation Preference, all shares of Preferred Stock shall be terminated automatically, and remaining assets or proceeds shall be divided amongst all Common Classes of Stockholders pursuant to their Class entitlements, or *pro rata*, as applicable.

**ARTICLE V**  
**REGISTERED OFFICE**

Registered Office. The address of the Corporation's registered office in the State of FLORIDA is 13661 Perdido Key Drive, Perdido Key, FL 32507. The name of the registered agent at such address is Michael Fugler.

**ARTICLE VI**  
**INCORPORATOR**

Incorporator. The name and address of the incorporator are as follows:

NAME	ADDRESS
Michael Fugler	13661 Perdido Key Drive, Perdido Key, FL 32507

**ARTICLE VII**  
**TERM**

Term. The term of the Corporation shall be for a perpetual period commencing on the effective date of the filing and continuing thereafter, unless the Corporation is earlier dissolved in accordance with these Articles or the provisions of the Act.

**ARTICLE VIII**

The Board shall consist a minimum of one (1) and up to nine (9) persons, unless the Charter is amended to state otherwise.

**ARTICLE IX**

The Corporation shall indemnify its directors and may indemnify its officers, employees or agents to the full extent permitted by law if any such person was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, and vote of shareholders or otherwise. The Corporation shall pay or reimburse reasonable expenses incurred by a director who was or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without the determination or authorization otherwise required under the Act after the Corporation receives the written affirmation and written undertaking of such director.

Having been named as 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



\_\_\_\_\_  
Required Signature/Registered Agent September 5, 2017  
Michael Fugler

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 Fugler September 5, 2017  
Required Signature/Incorporator

FILED  
2017 SEP -5 AM 11:21  
Tallahassee, FL