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(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

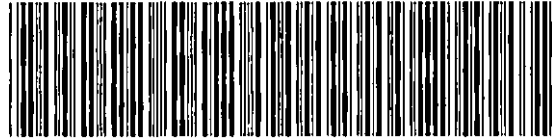
Certified Copies _____ Certificates of Status _____

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SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive

Tallahassee, Florida 32312

(850) 656-4724

DATE 10-12-17
WALK IN

ENTITY NAME X SIGHT TECHNOLOGIES, INC.

DOCUMENT NUMBER (Fernando CC)

PLEASE FILE THE ATTACHED AND RETURN

XX

Plain Copy

Certified Copy

Certificate of Status

PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY

Certified Copy of Arts & Amendments

Certificate of Good Standing

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APOSTILLE' / NOTARIAL CERTIFICATION

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL \$ OWED 105.00
CHECK # 4127

Please call Tina at the above number for any issues or concerns. Thank you so much!

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:

XSIGHT TECHNOLOGIES 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 Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on 9/7/2011
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**:

XSIGHT TECHNOLOGIES, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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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Signed this 11 day of October, 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: Fernando Jimenez

Printed Name: Fernando Jimenez Title: Attorney-in-Fact

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

Signature: Fernando Jimenez

Printed Name: Fernando Jimenez Title: Attorney-in-Fact

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)

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ARTICLES OF INCORPORATION

XSIGHT TECHNOLOGIES, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I.

The name of the Florida corporation created by these Articles of Incorporation is XSIGHT TECHNOLOGIES, INC., (hereinafter, the "**Corporation**")

ARTICLE II.

The purpose of the Corporation is any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, and for which a corporation is permitted to engage in under other applicable law. In furtherance of its corporate purposes, the Corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act, as amended from time to time (the "**FBCA**").

ARTICLE III.

The address of the principle office of the Corporation is 2180 West State Road 434, Suite 2100, Longwood, FL 32779 and the mailing address is the same.

ARTICLE IV.

SECTION 4.01 Power. All corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of the board of directors, except as otherwise herein provided or reserved to the holders of common stock in the Corporation's bylaws.

SECTION 4.02 Number. The number of members of the board of directors will be fixed from time to time by resolution of the board of directors but (subject to vacancies) in no event may there be less than one (1) director nor more than Seven (7). The initial members of the Corporations' board are Ted Watkins, Michael Huska, Stephane Bucaille, Roger Klotz, Nick Bolletteri, Dejan Perkovic, and Len Chermack. Each director shall serve until the next annual meeting of shareholders.

SECTION 4.03 Vacancies. If any vacancy occurs in the board of directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

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SECTION 4.04 Removal. Except as otherwise provided in any employment or other agreement between a member of the Board of Directors and the Corporation, a director may be removed without cause by a simple majority vote of the board of directors, or an affirmative vote by a majority of the holders of shares of the common stock of the Corporation outstanding, whom are entitled to vote generally in the election of directors, which is cast at a meeting of the shareholders called for that purpose..

ARTICLE V.

SECTION 5.01 The maximum number of capital stock that the Corporation is authorized to have outstanding at any time is five million (5,000,000) shares classified as follows: Five Million (5,000,000) shares of common stock at the par value of \$7.78 each.

SECTION 5.02 The designations, voting powers, and preferences; relative, participating, optional, or other special rights; and qualifications, limitations, or restrictions of the above stock are as follows:

- (a) **General.** All holders of shares of common stock shall be identical with each other in every respect and shall be entitled to have unlimited voting rights on all shares and shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.
- (b) **Dissolution.** All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation after distribution has been completed to any preferred shareholder. Upon Dissolution, whether voluntary or involuntary, the holders of preferred shares shall first be entitled to receive, out of the net assets of the Corporation, the par value of their shares plus any unpaid accumulated dividends, without interest. All of the assets, if any, thereafter remaining shall be distributed pro rata among the holders of the common shares.
- (c) **Dividends.** No dividends shall be paid to, or set apart for payment to, common shareholders unless preferred shares shall first have been paid, or declared and set apart for payment of dividends as may have been declared by the Corporation's board of directors.
- (d) **Business Combinations.** The consolidation or merger of the Corporation, or a sale of all or substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation or winding up of the Corporation within the meaning hereof.
- (e) **Preemptive Rights.** No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Corporation's board of directors may, in authorizing the issuance of shares of stock of any class, confer any

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preemptive right that the Corporation's board of directors may deem advisable in connection with such issuance.

- (f) The Corporation's board of directors may authorize the issuance from time to time of share of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Corporation's board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Corporation's bylaws. The Corporation's board of directors may, by restated articles of incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VI.

All of the shares of stock of the Corporation may be subject to a Shareholders Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholders Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE VII.

At any time during which a class of capital stock of this Corporation is registered under Section 12 of the Securities Exchange Act of 1934 or any similar successor statute, stockholders of the Corporation may not take any action by written consent in lieu of a meeting.

ARTICLE VIII.

The board of directors of this Corporation, when evaluating any offer of another party to make a tender or exchange offer for any equity security of the Corporation, shall, in connection with the exercise of its judgment in determining what is in the best interests of the Corporation as a whole, be authorized to give due consideration to any such factors as the board of directors determines to be relevant, including without limitation: (i) the interests of the stockholders of the Corporation; (ii) whether the proposed transaction might violate federal or state laws; (iii) not only the consideration being offered in the proposed transaction, in relation of the then current market price for the outstanding capital stock of the Corporation, but also to the market price for the capital stock of the Corporation over a period of years, the estimated price that might be achieved in a negotiated sale of the Corporation as a whole or in part or through orderly liquidation, the premiums over market price for the securities of other corporations in similar transactions, current political, economic and other factors bearing on securities prices and the Corporation's financial condition and future prospects; and (iv) the social, legal and economic effects upon employees, suppliers, customers and others having similar relationships with the Corporation, and the communities in which the Corporation conducts its business. In connection with any such

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evaluation, the board of directors is authorized to conduct such investigations and to engage in such legal proceedings as the board of directors may determine.

ARTICLE IX.

The Corporation shall, to the maximum extent permitted under the FCBA and except as set forth below, indemnify, hold harmless and, upon request, advance expenses to each person (and the heirs, executors or administrators of such person) who 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 or she is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan (any such person being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her or on his or her behalf in connection with such action, suit or proceeding and any appeal therefrom, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding anything to the contrary in this Article, the Corporation shall not indemnify an Indemnitee seeking indemnification in connection with any action, suit, proceeding, claim or counterclaim, or part thereof, initiated by the Indemnitee unless the initiation thereof was approved by the board of directors of the Corporation.

ARTICLE X.

Notwithstanding any other provisions, these Articles of Incorporation, the by-laws of the Corporation, or any agreement, vote of stockholder or disinterested directors, or arrangement to the contrary, the Corporation shall advance payment of expenses incurred by an Indemnitee in advance of the final disposition of any matter only upon receipt of an undertaking by or on behalf of the Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the Corporation as authorized in this Article. Such undertaking may be accepted without reference to the financial ability of the Indemnitee to make such repayment.

ARTICLE XI.

No amendment, termination or repeal of this Article or of the relevant provisions of the FBCA or any other applicable laws shall affect or diminish in any way the rights of any Indemnitee to indemnification under the provisions hereof with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to the final adoption of such amendment, termination or repeal.

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ARTICLE XII.

The Corporation may, to the extent authorized from time to time by its board of directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

ARTICLE XIII.

Persons who after the date of the adoption of this provision become or remain directors or officers of the Corporation or who, while a director or officer of the Corporation, become or remain a director, officer, employee or agent of a subsidiary, shall be conclusively presumed to have relied on the rights to indemnity, advance of expenses and other rights contained in this Article in entering into or continuing such service. The rights to indemnification and to the advance of expenses conferred in this Article shall apply to claims made against an indemnitee arising out of acts or omissions which occurred or occur both prior and subsequent to the adoption hereof.

ARTICLE XIV.

If the Corporation is merged into or consolidated with another corporation and the Corporation is not the surviving corporation, the surviving corporation shall assume the obligations of the Corporation under this Article with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to the date of such merger or consolidation.

ARTICLE XV.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was, or has agreed to become, a director, officer, employee or agent of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation as a director, officer, employee, agent or trustee of another corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan, against all expenses (including attorney's fees) judgments, fines or amounts paid in settlement incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such expenses under the FCBA.

ARTICLE XVI.

If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Indemnitee as to any expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with any action, suit, proceeding or investigation, whether civil, criminal or administrative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

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ARTICLE XVII.

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XVIII.

The Corporation's board of directors shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Corporation's bylaws, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full board of directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the bylaws.

ARTICLE XIX.

These Articles of Incorporation shall be effective immediately upon approval of the Florida Department of Corporations.

ARTICLE XX.

In compliance with F.S. 607.0501, the following is submitted: XSIGHT TECHNOLOGIES, INC., with its principal place of business at 2180 West State Road 434, Suite 2100, Longwood, Florida 32779 has named Kevin K. Ross-Andino at eClat Law LLP, located at 2180 West State Road 434, Suite 2100, Longwood, Florida 32779, as its agent to accept service of process within Florida.

Certificate of Registered Agent: Having been named to accept service of process for the XSIGHT, at the place designated in this certificate, I hereby agree to act in this capacity, to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and to accept the duties and obligations of a Registered Agent under the FBCA.

Dated this 9th day of October 2017.

Registered Agent: Kevin K. Ross-Andino

By:



Kevin K. Ross, its Managing Partner

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ARTICLE XXI.

The name and street address of the incorporator of the Corporation is:

Kevin K. Ross-Andino, Esq.
ÉCLAT LAW LLP
2180 West State Road 434, Suite 2100 Longwood, Florida
32779-5009

The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes. I understand the requirement to file an annual report between January 1st and May 1st of each calendar year following the formation of this corporation and every year thereafter to maintain "active" status.



Kevin K. Ross-Andino, Incorporator