

P170000091255

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

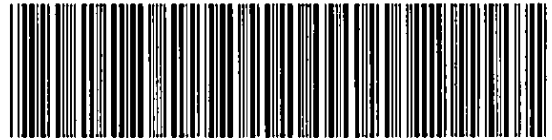
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JAN 26 AM 9:42

RECEIVED
2018 JAN 26 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 29 2018

D CUSHING

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.Incserv.com



ORDER FORM

TO: Florida Department of State
Division of Corporations, Clifton
Building
2661 Executive Center Circle
Tallahassee, FL 32301
corphelp@dos.myflorida.com
850-245-6051

FROM: Melissa Stops
~~XXXXXXXXXXXXXXXXXXXX~~
850.656.7953

REQUEST DATE 1/25/2018

PRIORITY Routine

OUR REF # (Order ID#) 627027

ORDER ENTITY
IBIONX, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

IBIONX, INC. (FL)

File the attached conversion document

Please provide a certified copy as evidence, thanks!

NOTES:

\$43.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "MS" or similar, written over a horizontal line.

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Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

IBIONX, INC. - P17 - 91255

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

IBIONX, INC.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a **Corporation**
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Delaware**

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

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business

on: **Entity" January 26, 2018**

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8. This conversion shall be effective in Florida on: January 26, 2018.
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

1925 East Irlo Bronson Memorial HWY
Kissimmee, FL 34744

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 1925 East Irlo Bronson Memorial HWY
Kissimmee, FL 34744

Mailing Address: SAME AS STREET ADDRESS ABOVE

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 25th day of January, 2018.

Signature: Blair Barbour

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Blair Barbour Title: Chief Executive Officer

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

**PLAN OF CONVERSION OF IBIONX, INC.
FROM A FLORIDA CORPORATION INTO A
DELAWARE CORPORATION**

This Plan of Conversion (the "***Plan of Conversion***") of IBIONX, a Florida corporation (the "***Converting Entity***"), into a Delaware corporation, made in accordance with the Florida Business Corporation Act s.607.1113, as amended, is entered into and adopted as of January 26, 2018 by and among the Converting Entity and the persons undersigned, constituting all the directors and all the stockholders of the Converting Entity.

RECITALS

- A. The Converting Entity is a corporation duly organized and existing under the laws of the State of Florida, having been formed on November 13, 2017 under the name IBIONX, Inc.;
- B. The Converting Entity and its Board deem it appropriate to convert from a Florida corporation into a Delaware corporation in accordance with this Plan of Conversion and the applicable laws of the States of Florida and Delaware.

NOW, THEREFORE, the parties hereto adopt this Plan of Conversion to effectuate the Conversion as follows:

PLAN OF CONVERSION

1. The name of the converting entity is IBIONX Inc., a Florida corporation.
2. The name of the converted entity is IBIONX Inc., a Delaware corporation (the "***Converted Entity***").
3. At the Effective Time of Conversion (as defined below), the Converting Entity shall cease to be a Florida corporation and shall continue its existence as a Delaware corporation.
4. The Converted Entity shall be a Delaware corporation formed under and governed by the laws of the State of Delaware.
5. At the Effective Time of Conversion, and without any action on the part of the stockholders of the Converting Entity: (a) each one (1) issued and outstanding stock of the Converting Entity's Common Stock, par value \$0.01 per share shall be converted into and represent one (1) issued and outstanding share of common stock, par value \$0.01 per share, of the Converted Entity; and (b) each one (1) issued and outstanding unit of the Converting Entity's preferred stock, par value \$0.01 per share shall be converted into and represent one (1) issued and outstanding share of preferred stock, par value \$0.01 per share, of the Converted Entity.
6. In order to effect the Conversion, the following shall be filed with the Delaware Secretary of State: (a) Certificate of Incorporation in substantially the form attached hereto as Exhibit A (the "***Certificate of Incorporation***"); and (b) concurrently therewith, the Certificate of Conversion in substantially the form attached hereto as Exhibit B (the "***Delaware Certificate of Conversion***"). The Certificate of Incorporation shall be the Certificate of Incorporation of the Converted Entity.
7. The "***Effective Time of Conversion***" shall be January 26, 2018.

8. Subsequent to the Effective Time of Conversion, the Converting Entity shall file with the Florida Secretary of State a Certificate of Conversion in substantially the form attached hereto as Exhibit C (the "**Florida Certificate of Conversion**").

9. The Bylaws of the Surviving Entity shall be as set forth in Exhibit D.

10. The sole director of the Converted Entity following the Conversion shall be Blair Barbour.

11. The officers of the Converted Entity following the Conversion shall be as follows:

Name	Title
Blair Barbour	President, Chief Executive Officer, Chief Financial Officer, Secretary

12. Notwithstanding its prior approval, this Plan of Conversion may be amended or terminated at any time prior to the Effective Time of Conversion by all directors and stockholders holding all of the voting interests of the Converting Entity and, if the amendment changes any of the principal terms of this Plan of Conversion, the amendment must be approved by the directors and stockholders of the Converting Entity in the same manner and to the same extent as required for the approval of this Plan of Conversion.

13. This Plan of Conversion may be executed in two or more counterparts, and each such counterpart and copy shall be and constitute an original instrument.

14. This Plan of Conversion shall be governed by and construed in accordance with the laws of the States of Florida and Delaware, as applicable.

15. From time to time, as and when necessary, the officers of the Converting Entity shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further or other action as they may deem necessary or desirable, in order to vest in and confirm to the Converted Entity, title to, and possession of, any property of the Converting Entity acquired prior to the Conversion, and otherwise to carry out the intent and purposes hereof; and the officers of the Converting Entity are fully authorized to take any and all such action.

16. The Converted Entity shall keep this Plan of Conversion at the principal place of the Converted Entity. Upon the request of a stockholder of the Converting Entity, the authorized person on behalf of the Converted Entity shall promptly deliver to the stockholder or holder of interests, at the expense of the Converted Entity, a copy of this Plan of Conversion.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned directors of the Converting Entity hereby adopt this Plan of Conversion as of the date set forth above.

IBIONX, INC.

By: 

Blair Barbour, President/CEO

EXHIBIT A

CERTIFICATE OF INCORPORATION

EXHIBIT B

DELAWARE CERTIFICATE OF CONVERSION

EXHIBIT C

FLORIDA CERTIFICATE OF CONVERSION

EXHIBIT D

BYLAWS