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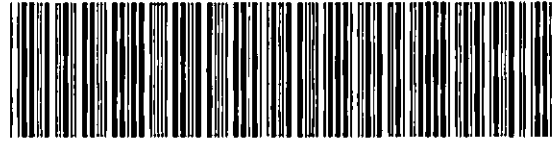
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866.625.0838
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Account#: 120000000088

Date: November 28, 2017

Name: Marisa Kugelman

Reference #: T013478

Entity Name: PROSARIS, INC.

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other

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Authorized Amount: \$105.00

Signature: Marisa Kugelman

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**ARTICLES OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
FLORIDA PROFIT CORPORATION**

These Articles of Conversion and attached Articles of Incorporation are submitted to convert the following Florida limited liability company into a Florida profit corporation in accordance with sections 605.1045 and 607.1115, F.S.

1. The name of the Florida limited liability company immediately prior to the filing of this Certificate of Conversion is **ProSARIS, LLC** (the "Converting Entity"). (L13000047309)
2. The Converting Entity is a limited liability company first formed under the laws of Florida on April 1, 2013.
3. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is **ProSARIS, Inc.** (the "Converted Entity")
4. The plan of conversion was approved by the Converting Entity in accordance with sections 605.1041-605.1046, F.S. by unanimous written consent of the manager and members.
5. The Converting Entity has agreed to pay to the members having appraisal rights the amounts to which such members are entitled under sections 605.1006 and 605.1061-605.1072.

Signed this 20 day of November, 2017

ProSARIS, LLC
a Florida limited liability company

By: R. Yarosh
Name: Rick Yarosh
Title: Manager

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STATE

ARTICLES OF INCORPORATION
OF
PROSARIS, INC.
(A Florida For Profit Corporation)

The undersigned, for the purpose of forming a Corporation under the laws of the State of Florida, pursuant to Section 607.0201 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the Corporation is ProSARIS, Inc. (the "Corporation").

ARTICLE 2
DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE 3
PURPOSE

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

ARTICLE 4
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office address and mailing address of the Corporation is 160 West Camino Real, #311, Boca Raton, Florida 33432.

ARTICLE 5
CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 55,000,000, consisting of (i) 50,000,000 shares of common stock, each having a par value of \$0.01 (the "Common Stock"), and (ii) 5,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"). As to the authorized 50,000,000 shares of Common Stock, the Corporation shall have the authority to issue 40,000,000 shares designated as Class A Voting Common Stock ("Voting Common Stock") and 10,000,000 shares designated as Class B Non-Voting Common Stock ("Non-Voting Common Stock"). Except as expressly provided herein or required by law, all shares of Common Stock shall have the same rights, preferences, and limitations.

The designation and preferences, limitations, and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

A. Provisions Relating to Common Stock.

1. Dividends. Subject to the rights of the holders of Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors of the Corporation (the "Board of Directors"), out of funds legally available therefore, dividends payable in cash, stock, or otherwise. In the case of the declaration and payment of a stock dividend, each class of Common Stock shall receive such stock dividend in like class of Common Stock.

2. Liquidation. Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

3. Voting Rights to Amend Articles of Incorporation. In addition to any other vote required by law or these Articles of Incorporation, the affirmative vote of a majority of the outstanding shares of Voting Common Stock and Non-Voting Common Stock, voting separately as a class, as the case may be, shall be required to amend, alter, or repeal (including by merger, consolidation, or otherwise) any provision of these Articles of Incorporation that materially and adversely affects the powers, preferences, limitations, or rights of the Voting Common Stock or the Non-Voting Common Stock, respectively.

B. Provisions Relating to Voting Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, all rights and all voting power shall be vested exclusively in the holders of the Voting Common Stock.

C. Provisions Relating to Non-Voting Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided herein, shares of Non-Voting Common Stock shall have no voting power on any matter.

D. Provisions Relating to Preferred Stock.

i. Number and Class of Shares Authorized. The Corporation is authorized to issue up to 5,000,000 shares of Preferred Stock, which constitutes a separate and single class of shares, and which may be issued in one or more series.

2. Rights, Preferences and Restrictions. The Board of Directors is vested with the authority to establish, in its discretion, the voting rights and other designations, preferences, rights, qualifications, limitations, and restrictions, if any, of each such series by the adoption and filing in accordance with the Act, before any such issuance of any shares of such series, of an amendment or amendments to these Articles of Incorporation determining the terms of such series, which amendment need not be approved by the shareholders or holders of any class or series of shares except as provided for by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

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ARTICLE 6
SHAREHOLDER AGREEMENT

This Article 6 shall constitute a Shareholder Agreement pursuant to Section 607.0732 of the Florida Business Corporation Act.

A. Election of Directors. In the election of directors to the Corporation, for so long as Rick Yarosh owns in the aggregate at least 10% of the outstanding shares of Common Stock on a fully diluted, as-converted basis (as adjusted for any stock splits, stock dividends, recapitalizations or similar transaction), the shareholders of the Corporation shall vote their shares in favor of the election of Rick Yarosh as a director of the Corporation at any annual or special meeting at which directors of the Corporation are to be elected.

B. Special Voting Rights. For so long as Rick Yarosh is serving as a director of the Corporation, the following actions shall require the specific approval of Rick Yarosh, in his capacity as a director of the Corporation, in addition to any other approval required by applicable law or the Corporation's Articles of Incorporation, Bylaws or other organizational documents:

1. The issuance of any securities by the Corporation or any of its subsidiaries or the repurchase of any securities of the Corporation or any of its subsidiaries.
2. A merger, consolidation, conversion or other similar transaction involving the Corporation or any of the Corporation's subsidiaries in which the holders of a majority of the Corporation's issued and outstanding voting equity securities (or the equivalent with respect to any subsidiary) immediately prior to such transaction hold in the aggregate less than a majority of the outstanding voting equity securities of the surviving entity immediately after such transaction.
3. Any transaction to convert the Corporation from a corporation to another form of business entity.
4. The sale, lease or conveyance of all or substantially all of the assets of the Corporation and the Corporation's subsidiaries on a consolidated basis.
5. Filing of a voluntary petition in bankruptcy (or consenting to an involuntary petition in bankruptcy) or filing a petition or answer on behalf of the Corporation under any statute, law or rule seeking any reorganization, arrangement, composition, readjustment, liquidation, or similar relief.
6. Amending the Corporation's Articles of Incorporation (including amendments designating a class or series of preferred stock);
7. Making or changing any material tax election on behalf of the Corporation.
8. Any action that would cause any shareholder or require any shareholder to guaranty or to otherwise become personally liable for indebtedness of the Corporation.
9. Any action that results in a liquidation or dissolution of the Corporation or any subsidiary.

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10. Agree or commit to do any of the foregoing actions.

ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Brickell World Plaza, 600 Brickell Avenue, Suite 3500, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is GY Corporate Services, Inc.

ARTICLE 8
DIRECTORS

The Corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one (1). The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Rick Yarosh	160 West Camino Real, #311 Boca Raton, Florida 33432
Cosmin Rosca	5720 SW 115 th Ave Cooper City, FL 33330

ARTICLE 9
INCORPORATOR

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

Rick Yarosh
160 West Camino Real, #311
Boca Raton, Florida 33432

ARTICLE 10
INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of

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such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 11 **BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE 12 **AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on the 19 day of November, 2017.



RICK YAROSH, Incorporator

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STATE

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles of Incorporation, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services, Inc. is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

GY CORPORATE SERVICES, INC.

By: 
DAVID C. SCILEPPI, Vice President

Dated: November 28, 2017

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