

718000059629

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/04/18--01042--023 **78.75

06/04/18--01042--024 **60.00

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18 JUL -9 PM12:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 10 2018

T SCHROEDER

COVER LETTER

TO: Charter Section
Division of Corporations

Vicarious Partners Inc.

SUBJECT: _____
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:

Whitney Hess

Contact Person

Vicarious Partners

Firm/Company

1000 South Pointe Drive, Suite 3601

Address

Miami Beach, FL 33139

City, State and Zip Code

whitney@whitneyhess.com

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

For further information concerning this matter, please call:

Whitney Hess

917.533.5251

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|--|
| <input 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:
Vicarious Partners LLC.

113-49509

Enter Name of Other Business Entity

Limited Liability Company

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

Florida

first organized, formed or incorporated under the laws of _____
(Enter state, or if a non-U.S. entity, the name of the country)

April 3, 2013

on _____
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**:
Vicarious Partners Inc.

Enter Name of Florida Profit Corporation

June 1, 2018

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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TALLAHASSEE, FLORIDA

Signed this 8th day of June, 2018.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: Whitney Hess

Printed Name: Whitney Hess Title: Founder and CEO

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

Signature: Whitney Hess

Printed Name: Whitney Hess Title: Founder and CEO

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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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION FOR FLORIDA PROFIT BENEFIT CORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

Vicarious Partners Inc.

The name of the benefit corporation shall be: _____

ARTICLE II PRINCIPAL OFFICE

Principal street address

1000 South Pointe Drive Suite 3601

Miami Beach, FL 33139

Mailing address, if different is:

510 West 52nd St 22K

New York, NY 10019

ARTICLE III BENEFIT STATEMENT AND BUSINESS PURPOSE

The corporation elects to be a benefit corporation in accordance with s. 607.603, F.S.

The purpose for which the corporation is organized is to create a general public benefit and:

help progressive leaders navigate their careers and accelerate their missions.

We offer coaching, consulting, facilitation, mediation, and related services.

We serve professionals in business, art and technology with a focus on nonprofits,

social enterprises, art activism, and educational institutions.

The general and/or specific public benefit(s) to be created by the corporation (in addition to its general purpose) is/are as follows (optional):

to put humanity back into business.

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TALLAHASSEE, FLORIDA

ARTICLE IV SHARES

10,000,000

The number of shares of stock is: _____

ARTICLE V INITIAL OFFICERS, DIRECTORS, BENEFIT DIRECTOR AND BENEFIT OFFICER (if Applicable)

Name and Title: Whitney Hess, Founder and CEO

Name and Title: _____

Address: 1000 South Pointe Drive, Suite 3601

Address: _____

Miami Beach, FL 33139

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

If applicable, BENEFIT DIRECTOR:

Name : _____

Address _____

If applicable, BENEFIT OFFICER:

Name: _____

Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: Whitney Hess

Address: 1000 South Pointe Drive, Suite 3601

Miami Beach, FL 33139

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Whitney Hess

Address: 1000 South Pointe Drive, Suite 3601

Miami Beach, FL 33139

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TALLAHASSEE, FLORIDA

ARTICLE VIII ADDITIONAL QUALIFICATIONS OF BENEFIT DIRECTOR, IF ANY:

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

Whitney Hess

Required Signature/Registered Agent

7/9/2018 2:49:26 PM EDT

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

Whitney Hess

Required Signature/Incorporator

7/9/2018 2:49:26 PM EDT

Date