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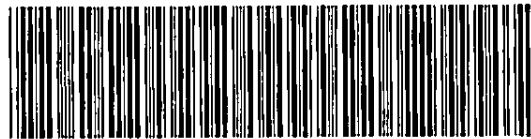
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 18 2018

T SCHROEDER

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Byte Federal, 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:

Maria Reimann

Contact Person

Byte Federal, Inc.

Firm/Company

248 Nokomis Ave. S.

Address

Venice, Florida 34285

City, State and Zip Code

maria@bytefederal.com

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

For further information concerning this matter, please call:

Jeffery Bahnsen at (727) 888-3026
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 Sections 605.1045 and 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

BYTE FEDERAL, LLC *416-211411*

2. The "Other Business Entity" is a limited liability company first organized under the laws of the State of Florida on November 17, 2016.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is:

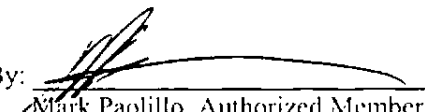
BYTE FEDERAL, INC.

4. The plan of conversion has been approved by the converting Florida limited liability company in accordance with Sections 605.1041 - 605.1046, Florida Statutes, and by each member of the converting entity who as a result of the conversion will have interest holder liability under Section 605.1043(1)(b), Florida Statutes, and whose approval is required.

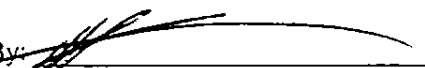
5. Byte Federal, LLC, a Florida limited liability company, has been converted into Byte Federal, Inc., a Florida profit corporation, in compliance with Chapters 605 and 607, Florida Statutes.

Signed the 12th day of September, 2018.

Byte Federal, LLC, a Florida limited liability company

By: 
Mark Paolillo, Authorized Member

Byte Federal, Inc., a Florida corporation

By: 
Mark Paolillo, CFO

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BYTE FEDERAL, INC.

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of this corporation is Byte Federal, Inc.

ARTICLE 2 - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal place of business and mailing address of the corporation is 248 Nokomis Ave S., Venice, FL 34285.

ARTICLE 3 - PURPOSE

The general purpose of this corporation shall be the transaction of any and all lawful activities or business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE 4 - CAPITAL STOCK

4.1. Common Stock. The maximum aggregate number of shares of capital stock that the corporation is authorized to issue is 100,000,000 shares of common stock, par value \$0.001 per share ("**Common Stock**") consisting of:

- (a) 99,000,000 shares designated as "**Class A Common Stock**;" and
- (b) 1,000,000 shares designated as "**Class B Common Stock**."

4.2. Common Stock Provisions. Except as expressly provided herein or required by law, all shares of Common Stock shall have the same rights, preferences, and limitations, including as follows:

(a) Vote Required to Amend Articles of Incorporation. In addition to any other vote required by law, the affirmative vote of a majority of the outstanding shares of Class A Common Stock and Class B 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 corporation that materially and adversely affects the powers, preferences, limitations or rights of the Class A Common Stock and Class B Common Stock, respectively.

(b) Dividends. The holders of Common Stock shall be entitled to receive when, as and if declared by the board of directors of the corporation in accordance with the

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TALLAHASSEE, FLORIDA

Florida Business Corporation Act, 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, holders of each class of Common Stock shall receive such stock dividend in shares of Class A Common Stock.

4.3. Class A Common Stock Provisions.

(a) Voting. Each outstanding share of Class A Common Stock entitled to vote is entitled to one (1) vote upon each matter submitted to a vote at a meeting of shareholders (and written actions in lieu of meetings).

4.4. Class B Common Stock Provisions.

(a) Voting. Each outstanding share of Class B Common Stock entitled to vote is entitled to one hundred (100) votes upon each matter submitted to a vote at a meeting of shareholders (and written actions in lieu of meetings).

(b) Non-Transferable. Shares of Class B Common Stock may only be issued by the corporation to, and held and voted by, the five (5) shareholders of the corporation as of the date these articles of incorporation are filed with the Florida Secretary of State (each such shareholder, a "**Founder**"). Furthermore, no Founder may Transfer any shares of Class B Common Stock to any Person. For the purposes of this Subsection 4.4(b): (i) "**Transfer**" means to, directly or indirectly, sell, transfer, assign, grant a proxy, gift, pledge, encumber, hypothecate, or similarly dispose of, either voluntarily or involuntarily, by operation of law or otherwise, or to enter into any contract, option, or other arrangement or understanding with respect to the sale, transfer, assignment, proxy grant, gift, pledge, encumbrance, hypothecation, or similar disposition of, any share of Class B Common Stock owned by a Founder; and (ii) "**Person**" means an individual, corporation, partnership, joint venture, limited liability company, governmental authority of any type, unincorporated organization, trust, association or other entity of any type or nature.

(c) Right to Convert to Class A Common Stock. Each share of Class B Common Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such Class B Common Stock share, into a fully paid and non-assessable outstanding share of Class A Common Stock (a "**Voluntary Conversion**").

(d) Automatic Conversion to Class A Common Stock. Each share of Class B Common Stock shall automatically be converted into a fully paid and non-assessable outstanding share of Class A Common Stock (a "**Automatic Conversion**," and together with a Voluntary Conversion, a "**Conversion**"): (i) in the event of consummation of a public offering pursuant to an effective registration statement under the Securities Act, covering the offer and sale of Class A Common Stock for the account of the corporation to the public with gross proceeds to the corporation of not less than \$10,000,000 (such public offering is referred to herein as the "**Qualified Initial Public Offering**"); (ii) in the event shares of Class A Common Stock begin trading on a national securities exchange, including the New York Stock Exchange, Nasdaq, or the American Stock Exchange; (iii) after December 31, 2019, at the election of the holders of at least seventy-five percent (75%) of the then outstanding shares of Class A Common Stock not

held by the Founders; (iv) at the election of the holders of a majority of the then outstanding shares of Class B Common Stock; or (v) upon a Liquidation Event. For the purposes of this Subsection 4.4(d), a "**Liquidation Event**" means: (1) the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation; (2) the commencement by the corporation of a voluntary case under the federal bankruptcy laws or any other applicable federal or state bankruptcy, insolvency or similar law, the consent to the entry of an order for relief in an involuntary case under such law or to the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator (or other similar official) of the corporation or of any substantial part of its property, the making of an assignment by the corporation for the benefit of its creditors, the admission by the corporation of its inability to pay its debts generally as they become due, the entry of a decree or order for relief in respect of the corporation by a court having jurisdiction in the premises in an involuntary case under the federal bankruptcy laws or any other applicable federal or state bankruptcy, insolvency or similar law, or the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator (or other similar official) of the corporation or of any substantial part of its property; (3) any consolidation or merger of the corporation, other than a consolidation or merger with an entity that is majority owned by the Founders or the corporation prior to the initial issuance of the Class B Common Stock; (4) a sale of all or substantially all of the assets of the corporation in one transaction or a series of related transactions; or (5) any other transaction or series of related transactions in which substantially all control of the corporation or its property is transferred to a third party.

(e) Mechanics of Conversion. (i) Before any holder of Class B Common Stock shall be entitled to convert the same into shares of Class A Common Stock pursuant to Subsection 4.4(c) above, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent duly appointed by the board of directors of the corporation (the "**Transfer Agent**"), and shall give written notice by mail, postage prepaid, to the corporation at its principal corporate office, of the election to convert the same, and such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Class B Common Stock to be converted. In the event of an Automatic Conversion, the outstanding shares of Class B Common Stock shall be converted automatically without any further action by the holder of such shares and whether or not the certificates representing such shares are surrendered to the corporation or the Transfer Agent; and the corporation shall not be obligated to issue certificates evidencing the shares of Class A Common Stock issuable upon such Automatic Conversion unless the certificates evidencing such shares of Class B Common Stock are either delivered to the corporation or the Transfer Agent, or the holder notifies the corporation or the Transfer Agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the corporation to indemnify the corporation from any loss incurred by it in connection with such certificates. The corporation shall, as soon as practicable thereafter, issue and deliver to such address as the holder may direct, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled. If the Automatic Conversion is in connection with a Qualified Initial Public Offering, the Automatic Conversion shall be conditioned upon the closing with the underwriters, if any, of the sale of securities pursuant to such offering, and the Automatic Conversion shall not be deemed to have occurred until immediately prior to the closing of such sale of securities.

(f) Status of Converted Class B Common Stock. In the event any shares of Class B Common Stock shall be converted pursuant to this Section 4.4, each converted share of

Class B Common Stock shall be cancelled and contemporaneously therewith: (i) the number of Common Stock shares designated as Class B Common Stock in Subsection 4.1(b) above shall decrease by one share; and (ii) the number of Common Stock shares designated as Class A Common Stock in Subsection 4.1(a) above shall increase by one share, without any further action required by the board of directors or shareholders of the corporation.

ARTICLE 5 - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida and the name of the initial registered agent of the corporation at that office is:

Mark Paolillo
248 Nokomis Ave S., Venice, FL 34285

ARTICLE 6 - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Jeffery A. Bahnsen	131 NE 1st Avenue, Suite 100 Boca Raton, FL 33432

ARTICLE 7 - LIMITATION OF LIABILITY OF DIRECTORS

To the fullest extent permitted under the Florida Business Corporation Act and other applicable law, no director of the corporation shall be personally liable to the corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the corporation, by a director, unless the breach or failure to perform his or her duties as a director constitutes one of the liability exceptions set forth in Section 607.0831(1) of the Florida Business Corporation Act (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the Florida Business Corporation Act and other applicable law, a director of the corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the Florida Business Corporation Act (or a successor provision of such law) as the same exists or may hereafter be amended. If the Florida Business Corporation Act is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as so amended.

ARTICLE 8 - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors, officers, employees and agents of the corporation.

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TALLAHASSEE, FLORIDA

ARTICLE 9 - BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors of the corporation, but the board of directors may not alter, amend or repeal any Bylaw adopted by shareholders of the corporation if the shareholders specifically provide such Bylaw is not subject to alteration, amendment or repeal by the board of directors.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 12th day of September, 2018.



Jeffery A. Bahnsen
Incorporator

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JUDICIAL STATE
FALL ARABESSE FLORIDA

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That Byte Federal, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 248 Nokomis Ave S., Venice, FL 34285, has named Mark Paolillo as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named as initial registered agent to accept service of process for Byte Federal, Inc., at its initial registered office located at 248 Nokomis Ave S., Venice, FL 34285, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Dated: September 12, 2018



Mark Paolillo, Registered Agent

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TALLAHASSEE, FLORIDA