

P19 0000 42203

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

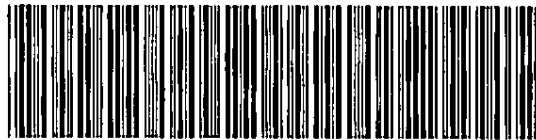
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200329031462

05/13/18--01023--033 1113.75

C RICO
MAY 13 2019

10-11-68

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Plasma Med Research, 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:

Richard P. Corey, Esq.

Contact Person

Richard Corey Enterprise Law

Firm/Company

888 S. Andrews Avenue, Suite 201

Address

Fort Lauderdale, FL 33316

City, State and Zip Code

richard@rcenterpriselaw.com

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

For further information concerning this matter, please call:

Richard Corey

at (954) 789-0461

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 checked="" 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:

Plasma Med Research, 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.)

L15 000176389

first organized, formed or incorporated under the laws of Florida

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

on October 16, 2015

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**:

Plasma Med Research, 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.

19 MAY 13 PM 5:35
FILED
CLERK OF THE
SUPREME COURT
OF THE STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Signed this 08 day of May, 2019.

Required Signature for Florida Profit Corporation:

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

Printed Name: Stephen A. Rentz, Jr. Title: Title Manager

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

Signature: 

Printed Name: Emily M. Rentz Title: Title Manager

Signature: 

Printed Name: Stephen A. Rentz, Jr. Title: Title Manager

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)

FILED
SECRETARY OF STATE
CORPORATE DIVISION
JAN 10 2019
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: Plasma Med Research, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

851 Broken Sound Parkway NW, Suite 125

Boca Raton, FL 33487-3638

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

All lawful purposes

19 MAY 13 PM 5:35

FILED IN 10
OFFICE OF CORPORATIONS

ARTICLE IV SHARES

The number of shares of stock is: 10,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Emily M. Rentz, Vice President

Address: 851 Broken Sound Pkwy NW, Suite 125

Boca Raton, FL 33487-3638

Name and Title: Stephen A. Rentz, Jr., President

Address: 851 Broken Sound Pkwy NW, Suite 125

Boca Raton, FL 33487

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

ARTICLE VI REGISTERED AGENT

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

Name: Emily M. Rentz
Address: 851 Broken Sound Pkwy, Suite 125
Boca Raton, FL 33487-3638

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

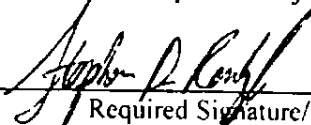
Name: Stephen A. Rentz, Jr.
Address: 851 Broken Sound Pkwy, Suite 125
Boca Raton, FL 33487-3638

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


Required Signature/Registered Agent

08 MAY 2019
Date

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


Required Signature/Incorporator

08 MAY 2019
Date

19 MAY 13 PM 5:05
DIVISION OF STATE REGISTRATION

PLAN OF CONVERSION
OF
PLASMA MED RESEARCH, LLC

This Plan of Conversion (the "Plan") of Plasma Med Research, LLC, a Florida limited liability company (the "Company"), is approved as of 08 MAY, 2019.

WHEREAS, the Company is organized under the laws of the State of Florida:

WHEREAS, the Company desired to convert into and to hereafter become and continue to exist as a Florida corporation pursuant to Section 607.1115 *et seq.* of the Florida Business Corporation Act (the "Business Corporation Act") and Section 605.1042 *et seq.* of the Florida Revised Limited Liability Company Act (the "LLC Act"). Capitalized terms are defined as stated herein or if not otherwise defined in this Plan of Conversion have the meanings ascribed to such terms in the LLC Agreement or in the event there is no LLC Agreement, then as defined by the applicable statute.

RECITALS

A. The Company was formed under the name Plasma Med Research, LLC, on October 16, 2015, by the filing of an Electronic Articles for Organization for Florida Limited Liability Company (the "LLC Articles") with the Secretary of State of the State of Florida. The Company has authorized managers (the "Board").

B. A conversion of a Florida limited liability company into a Florida domestic corporation may be made under Title XXXVI, Section 607.1115 of the Florida Business Corporation Act.

C. The Board has unanimously approved the conversion of the Company into a Florida domestic corporation (the "Conversion"), the terms of the Plan of Conversion and, following the Conversion, the initial public offering (the "IPO") of the shares of Common Stock (as defined below).

NOW, THEREFORE, the Company does hereby adopt this Plan of Conversion to effectuate the Conversion as follows:

1. Terms and Conditions of Conversion.

(a) The name of the converting entity is Plasma Med Research, LLC, and the name of the converted entity is Plasma Med Research, Inc. (the "Corporation").

(b) Conversion. Upon the terms and subject to the conditions set forth in this Plan, and pursuant to Section 607.1115 *et seq.* of the Business Corporation Act and Section 605.1042 *et seq.* of the LLC Act, at the Effective Time (as hereinafter defined), the Corporation shall be converted into and shall hereafter become and continue to exist as a Florida domestic corporation under the

name "Plasma Med Research, Inc." (the "Corporation"). The Company shall continue its existence in the organizational form of a Florida domestic corporation.

(c) Effective Date. The Conversion shall become effective at the time of filing of the Certificate of Conversion (the "Effective Time") with the Secretary of State of the State of Florida, in substantially the form attached hereto as Exhibit A.

(d) Effects of the Conversion. The consummation of the Conversion shall have all of the effects set forth in Section 607.1115 of the Business Corporation Act and Section 605.1046 of the LLC Act. In furtherance, and not in limitation, of the foregoing, at the Effective Time, all of the obligations of the LLC as well as all of the rights, privileges and powers of the LLC, and all property, real, personal and mixed, and all debts due to the Corporation or owed by the Corporation, and all franchises, licenses and permits held by the Corporation, as well as all other things and causes of action belonging to the Corporation, shall remain vested in the Corporation and shall be the property of the Corporation, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of Section 605.1046 of the LLC Act and Section 607.1115 of the Business Corporation Act.

(e) Directors and Officers. The directors and officers of the LLC immediately prior to the Effective Time shall be the directors and officers of the Corporation from and after the Effective Time until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of any applicable Company Bylaws, Company Shareholder Agreement, as well as the applicable provisions of the Business Corporation Act.

(f) Termination. This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of the LLC at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

(g) Effect of Termination. If this Plan is terminated pursuant to Section (f) hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

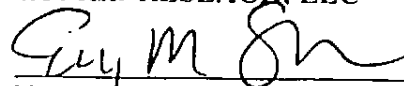
(h) Amendment. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of the LLC at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

(i) Governing Law. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

IN WITNESS WHEREOF, the undersigned, having received the required approval from the Board, hereby approves this Plan of Conversion as of this 08 day of May, 2019.

PLASMA MED RESEARCH, LLC

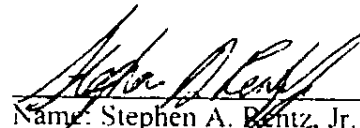
By:



Name: Emily M. Rentz

Title: Title Manager

By:



Name: Stephen A. Rentz, Jr.

Title: Title Manager