

P19000057215

(Requestor's Name)

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PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

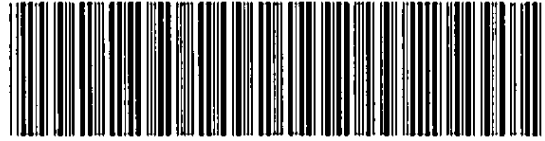
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W19000069489

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2019 JUL 22 PM 10:19



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 15, 2019

CAPLAN LAW
HOWARD A. CAPLAN
65550 ST. AUGUSTINE RD., SUITE 305
JACKSONVILLE, FL 32217

SUBJECT: VIDACURA, INC
Ref. Number: W19000064489

We have received your document for VIDACURA, INC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete correct paperwork.,

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 319A00014277

COVER LETTER

TO: Attention: Tyrone Scott
Charter Section
Division of Corporations

SUBJECT: VidaCura, 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:

Howard A Caplan

Contact Person

Caplan Law, P.A.

Firm/Company

6550 St. Augustine Rd., Ste. 305

Address

Jacksonville, FL 32271

City, State and Zip Code

Larry.Berk@vidacura.com

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

For further information concerning this matter, please call:

Howard Caplan at (904) 593-8347

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 s. 607.1115, Florida Statutes

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

 Enter Name of Other Business Entity

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

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

on January 31, 2008.
 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:

Not Applicable

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

VidaCura, Inc.

 Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: July 19, 2019
 (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.

2019 JUL 22 PM 10:19
 2019 JUL 22 PM 10:19

Signed this 16th day of July, 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: Larry A. Berk Title: President

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

Signature: _____

Printed Name: Larry A. Berk Title: President

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)

ARTICLES OF INCORPORATION
OF
VIDACURA, INC.

2019 JUN 22 AM 10:23
MIDWEST

ARTICLE I

1.1 The name of the corporation is VidaCura, Inc.

ARTICLE II

2.1 The principal office of the corporation initially will be at 10752 Deerwood Park Blvd. S., Waterview II, Suite 100, Jacksonville, FL 32226. The Board of Directors may relocate the principal office to any address they choose.

ARTICLE III

3.1 The corporation will exist perpetually.

ARTICLE IV

4.1 The general nature of the business that will be transacted by the corporation is any legally permissible activity, including without limitation sales of health and mobility products.

4.2 The corporation has the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

4.3 The corporation has the power to do all and everything necessary and proper for the accomplishment of any of the purposes enumerated in these Restated Articles of Incorporation.

4.4 The foregoing enumeration of objects and purposes will not limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE V

5.1 The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is twenty thousand (20,000) shares of common stock having no par value.

ARTICLE VI

6.1 The initial number of directors of the corporation will be two (2). The corporation may change the number of directors provided there will always be at least one (1) director.

6.2 The initial Board of Directors will be:

<u>Name</u>	<u>Address</u>
Larry A. Berk	10752 Deerwood Park Blvd. S. Waterview II, Suite 100 Jacksonville, FL 32256
Delaney La Rosa	10752 Deerwood Park Blvd. S. Waterview II, Suite 100 Jacksonville, FL 32256

6.3 The initial officers of the corporation will be:

<u>President:</u>	
Larry A. Berk	10752 Deerwood Park Blvd. S. Waterview II, Suite 100 Jacksonville, FL 32256

<u>Secretary and Treasurer:</u>	
Edmund McGuinness	10752 Deerwood Park Blvd. S. Waterview II, Suite 100 Jacksonville, FL 32256

ARTICLE VII

7.1 Shareholders will not have preemptive rights, unless agreed to in a separate instrument addressing restrictions placed upon the transfer of shares. The shareholders may, by bylaw provision or by shareholders' agreement, impose restrictions on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

ARTICLE VIII

8.1 No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of the corporation is relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

ARTICLE IX

9.1 This corporation has the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans.

9.2 This corporation has the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

ARTICLE X

10.1 The corporation will indemnify any and all persons who may serve or who have served at any time as directors or officers; or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation owned or may own shares of stock or of which it was or may be a creditor; and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by the person in connection with the defense or settlement of any claim, action, suit, or proceeding in which the person, or any of them, are made a party, or parties, or which may be asserted against the person or any of them, by reason of being or having been a director or officer of the corporation, or by appointment to another corporation. But the corporation will not provide indemnification to any director or officer or former director or officer or person adjudged in any action, suit, or proceeding to be liable by the person's own gross negligence or misconduct in the performance of the person's duty. This indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise.

ARTICLE XI

11.1 The registered agent and registered agent's address for the corporation are:

<u>Name</u>	<u>Address</u>
Caplan Law, P.A.	6550 St. Augustine Rd., Suite 305 Jacksonville, FL 32217

ARTICLE XII

12.1 The name and address of the incorporator and person signing these Articles of Incorporation are:

Name

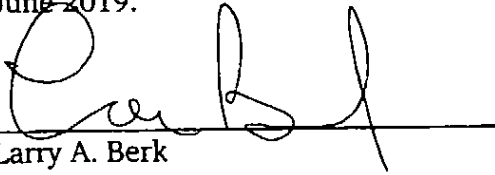
Larry A. Berk

Address

10752 Deerwood Park Blvd. S.
Waterview II, Suite 100
Jacksonville, FL 32256

WITNESS, the undersigned has executed these Articles of Incorporation, this 25th day of

June 2019.


Larry A. Berk

ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the corporation at the place designated in the Articles of Incorporation to which this is attached, I agree to act in this capacity, and to comply with the provisions of Florida law relative to keeping the office open.

CAPLAN LAW, P.A.

Howard A. Caplan 6-26-19
Howard A. Caplan, President Date