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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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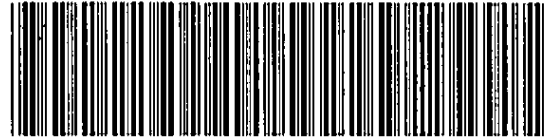
(Business Entity Name)

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AFFAIRS/SEC. FIVE

N SAMS

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From: Small Business Counsel

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III FORWARD

FORWARD LAW FIRM P.A.

214 S PARK AVE 2ND FLOOR
WINTER PARK FL 32789

407 621 4200

forwardlawfirm.com

FAX COVER PAGE

TO: Florida Department of State
Division of Corporations
ATT: Nadira D. Mclees-Sams

FAX NO.: (850) 245-6804

DATE: August 8, 2019

Pages faxed: 8 (including this cover page)

RE: CBD FLA, LLC Certificate of Conversion to CBD FLA, INC.
Reference Number: W19000067505

MEMO: Thank you for calling me back today, and for our long discussion.
Attached please find the signed Certificate of Conversion and Articles of
Incorporation.

Please make these documents effective as of the date originally filed, pursuant
to our discussion.

Thank you,

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
CBD FLA, LLC
INTO
CBD FLA, INC.**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following CBD FLA, LLC into a Florida Profit Corporation in accordance with § 607.1115 of the Florida Business Corporation Act (the "Act").

**ARTICLE ONE
NAME OF CONVERTING ENTITY**

The name of the CBD FLA, LLC, the converting company, immediately prior to the filing of this Certificate of Conversion is:

CBD FLA, LLC

**ARTICLE TWO
TYPE OF ENTITY AND STATE OF FORMATION OF CONVERTING ENTITY**

CBD FLA, LLC is a Limited Liability Company, organized under the laws of Florida on June 5, 2018.

**ARTICLE THREE
ORIGINAL JURISDICTION OF CONVERTING ENTITY**

CBD FLA, LLC was originally formed in the state of Florida and the jurisdiction has never been changed.

**ARTICLE FOUR
NAME OF CONVERTED ENTITY**

The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is:

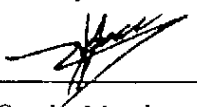
CBD FLA, Inc.

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TALLAHASSEE, FLORIDA

**ARTICLE FIVE
EFFECTIVE DATE**

The effective date of this Certificate of Conversion is the filing date.

Signed this 7th day of June 2019.




Armand J. Goedt, Member and Manager

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TALLAHASSEE, FLORIDA

Required Signature for Florida Profit Corporation: Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

By: 

Printed Name: Philip K. Calandrino

Title: Incorporator

ARTICLES OF INCORPORATION

The undersigned Incorporator desires to form a corporation under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of Florida Business Corporations Act, Chapter 607 (the "Act").

ARTICLE ONE NAME

name of the corporation is:

CBD FLA, Inc.

ARTICLE TWO ADDRESSES

The mailing address of the CBD FLA, Inc. (the "Corporation") is:

2973 West State Road 434, Suite 200
Longwood, FL 32779

The principal office address of the Corporation is:

2973 West State Road 434, Suite 200
Longwood, FL 32779

ARTICLE THREE REGISTERED AGENT

The initial registered agent, and registered office in Florida for the Corporation, is:

Assured Compliance Services, LLC
214 S. Park Ave. Ste. B
Winter Park, FL 32789

The undersigned has 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.

ASSURED COMPLIANCE SERVICES, LLC

By: 
Authorized Representative

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**ARTICLE FOUR
STOCK**

The total number of shares of stock that the Corporation has authority to issue will be 100,000 shares of Common Stock without par value, all of one class.

**ARTICLE FIVE
STOCK TRANSFER RESTRICTIONS**

Except as otherwise provided in the Bylaws or in a separate agreement among the stockholders, no stockholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

**ARTICLE SIX
PREEMPTIVE SHAREHOLDER RIGHTS**

The shareholders of the Corporation have preemptive rights to acquire additional shares pursuant to a written agreement amongst them.

**ARTICLE SEVEN
INCORPORATOR**

The name and address of the Incorporator is as follows:

Philip K. Calandrino
Forward Law Firm, P.A.
214 South Park Avenue, Second Floor
Winter Park, Florida 32789

**ARTICLE EIGHT
BOARD OF DIRECTORS**

The Board of Directors will have at least one Director, and the total number of Directors may be further restricted by the Corporation's bylaws. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of stockholders, at which time the stockholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually

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participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

ARTICLE NINE LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Even after due authorization, approval, or advice of the action by the Board of Directors as required by law, any of the following corporate actions also require approval by the stockholders by an affirmative vote of a majority of the votes entitled to be cast to be effective and valid: dissolution.

ARTICLE TEN DURATION

The Corporation's duration is perpetual.

ARTICLE ELEVEN PURPOSES

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

ARTICLE TWELVE RELEASE FROM PERSONAL LIABILITY

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

ARTICLE THIRTEEN INDEMNIFICATION

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

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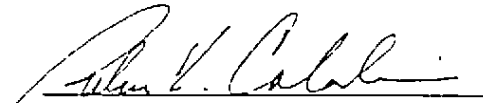
- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

**ARTICLE FOURTEEN
POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

**ARTICLE FIFTEEN
EFFECTIVE 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 §817.155, Florida Statutes.


Philip K. Calandrino
Incorporator