

P19000067438

(Requestor's Name)

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☐ PICK-UP

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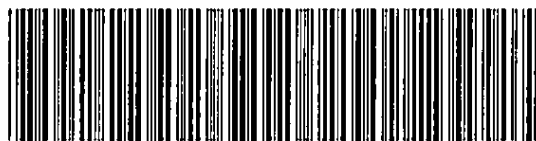
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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19 AUG 28 PM 4:27

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2019 AUG 28 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 29 2019

Brumbley



115 N. CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
P: 866.625.0838  
F: 866.625.0839  
COGENCYGLOBAL.COM

Account#: I200000000088

Date: 08/28/2019

Name: Merritt Walker

Reference #: 1123301

Entity Name: THE TALENT PROJEKT LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$113.75

Signature: 

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** The Talentprojekt, 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:

Mark Dillon

\_\_\_\_\_  
Contact Person

The Talentprojekt, Inc.

\_\_\_\_\_  
Firm/Company

150 E. Robinson #2303

\_\_\_\_\_  
Address

Orlando, FL 32801

\_\_\_\_\_  
City, State and Zip Code

mark@talentprojekt.com

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

For further information concerning this matter, please call:

Mark Dillon

at (407) 619-6144

\_\_\_\_\_  
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<br>and Certificate of<br>Status | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input checked="" type="checkbox"/> \$122.50 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|---|---|---|---|

**STREET ADDRESS:**

New Filings Section  
Division of Corporations  
Clifton Building

**MAILING ADDRESS:**

New Filings Section  
Division of Corporations  
P. O. Box 6327

**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:

The Talentprojekt, 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.)

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 April 25, 2018

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:

n/a

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

The Talentprojekt, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

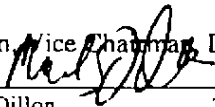
**(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)**

**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.

**FILED**  
2019 AUG 28 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 28th day of August, 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: Mark Dillon Title: Incorporator

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

Signature: 

Printed Name: Mark Dillon Title: Manager and Member

**ARTICLES OF INCORPORATION  
OF  
THE TALENTPROJEKT, INC.**

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

**ARTICLE I  
NAME**

The name of the corporation is The Talentprojekt, Inc. (the "**Corporation**").

**ARTICLE II  
REGISTERED OFFICE**

The street and mailing address of the registered office of the Corporation is 150 E. Robinson #2303, Orlando, Orange County, Florida 32801.

**ARTICLE III  
REGISTERED AGENT**

The name of the registered agent of the Corporation is Mark Dillon.

**ARTICLE IV  
PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is 150 E. Robinson #2303, Orlando, Orange County, Florida 32801. The telephone number of the principal office of the Corporation is 407-619-6144.

**ARTICLE V  
PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE V  
AUTHORIZED SHARES**

The total number of shares of all classes of stock that the Corporation has authority to issue is Twenty-Four Million Two Hundred Thousand (24,200,000) shares, consisting of:

(a) Twenty Million (20,000,000) shares of the authorized Common Stock of the Corporation are hereby designated as "Series A Voting" shares (collectively, the "**Series A Voting Common Stock**"); and

(b) Four Million, Two Hundred Thousand (4,200,000) shares of the authorized Common Stock of the Corporation are hereby designated as "Series B Non-voting" shares (collectively, the "**Series B Non-voting Common Stock**" together with the Series A Voting Common Stock, the "**Common Stock**").

## **A. COMMON STOCK**

1.1 The Series A Voting Common Stock and the Series B Non-voting Common Stock shall be identical in all rights and preferences with respect to the Corporation except the Series B Non-voting Common Stock shall have no voting rights on matters of the Corporation except as otherwise required under law. The holders of the Series A Voting Common Stock are entitled to one vote for each share of Series A Voting Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). Unless required by law, there shall be no cumulative voting. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board and subject to any preferential dividend rights of any then outstanding preferred stock of the Corporation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential rights of any then outstanding preferred stock of the Corporation.

1.2 The Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote required by law or these Articles of Incorporation) the written consent or affirmative vote of the holders of at least a seventy-five percent (75%) of the outstanding shares of Series A Voting Common Stock (voting as a single class), given in writing or by vote at a meeting, consenting, or voting (as the case may be) separately as a single class:

(a) increase the authorized number of shares of any class or series of capital stock, or decrease the authorized number of shares of Common Stock;

(b) authorize or create (by reclassification or otherwise) any new class or series of capital stock of the Corporation.

## **ARTICLE VI** **PREEMPTIVE RIGHTS**

No shareholder of the Corporation has a right to purchase shares of capital stock of the Corporation sold or issued by the Corporation except to the extent that such a right may from time to time be set forth in a written agreement between the Corporation and the shareholder.

## **ARTICLE VII** **ACTION BY SHAREHOLDERS**

To the full extent then permitted by the Florida Business Corporation Act as it may be amended from time to time, any action which is required or permitted to be taken at a meeting of the shareholders may be taken by written consent without a meeting and without prior notice by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted. Such signed and dated written consent must be filed with the Secretary of the Corporation to be kept in the Corporate minute book, whether done before or after the action so taken, but in no event later than sixty (60) days after the earliest dated consent delivered in accordance with this Section. Delivery made to the Secretary of the Corporation shall be by hand or by certified or registered mail, return receipt requested. When corporate action is taken without a meeting by less than unanimous written consent, notice shall be given to those shareholders who have not consented in writing within ten (10) days after such action is taken. A shareholders' consent to action taken without meeting may be in electronic form and delivered by electronic means.

## **ARTICLE VIII** **BYLAW PROVISIONS**

1. **Amendment of Bylaws.** Subject to any additional vote required by the bylaws of the Corporation (the "Bylaws"), in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws.
2. **Number of Directors.** The number of directors of the Corporation will be determined in the manner set forth in the Bylaws.
3. **Ballot.** Elections of directors need not be by written ballot unless the Bylaws so provide.
4. **Meetings and Books.** Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board or in the Bylaws.

## **ARTICLE IX** **DIRECTOR LIABILITY**

1. **Limitation.** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any other law of the State of Florida is amended after approval by the shareholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act or other law of the State of Florida as so amended. Any repeal or modification of the foregoing provisions of this Article IX by the shareholders will not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.
2. **Indemnification.** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Florida Business Corporation Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the North Carolina Business Corporation Act.
3. **Modification.** Any amendment, repeal, or modification of the foregoing provisions of this Article IX will not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

## **ARTICLE X** **INCORPORATOR.**

The name of the incorporator is Mark Dillon and the address of the incorporator is 150 E. Robinson #2303, Orlando, Orange County, Florida 32801.



**ARTICLE XI**  
**OPT OUT OF STATUTES**

The provisions of s. 607.0901 and s. 607.0902 of the Florida Business Corporation Act, entitled "Affiliated Transactions" and "The Control Share Acquisition," respectively, shall not be applicable to the Corporation.

\*\*\*\*\*

*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.*

\_\_\_\_\_  
Mark Dillon

Date August 28, 2019

*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.*

\_\_\_\_\_  
Mark Dillon

Date August 28, 2019