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TALLAHASSEE, FLORIDA

SEP 21 2019

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COVER LETTER

To: Charter Section
Division of Corporation

Subject: **BANANA BAG SOLUTIONS, 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:

Jenni Johnson
Alron Corps. Inc.
3990 Minton Road
W Melbourne, FL 32904
321-951-7626

Enclosed is a check for the following

☒ \$105.00 Filing Fees
☐ \$113.75 Filing Fees & Certificate
☐ \$113.75 Filing Fees & Certified Copy
☐ \$122.50 Filing Fees, Certified Copy & Certificate of Status

MAILING ADDRESS:
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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2015 SEP -4 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. 607.115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion is: **BANANA BAG SOLUTIONS, LLC.**
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: **New York on 03/12/2015.**
(enter state, or if a non-US entity, the name of the country and enter the 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: **Florida**
4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: **BANANA BAG SOLUTIONS, INC.**
5. If not effective on the date of filing, enter the effective date: **Upon Filing**

(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.

Signed: 08/16/2019


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: **BRIAN DERY**


Title: **President**

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

Signature: 

Printed Name: **BRIAN DERY**

Title: **MANAGING MEMBER**

Signature: 

Printed Name: **STEPHEN CHAO**

Title: **MEMBER**

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:

Signature of ALL General Partners.

If Florida Limited Liability Company:

Signature of Member or Authorized Representative.

All others:

Signature an authorized person.

ARTICLES OF INCORPORATION

OF

BANANA BAG SOLUTIONS, INC.

EIN: 47-3390610

The undersigned Incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the Following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

BANANA BAG SOLUTIONS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

**140 TOMAHAWK DRIVE
UNIT 007
INDIAN HARBOUR BEACH, FL 32937**

The mailing address of the corporation shall be:

**450 SHERWOOD AVE
SATELLITE BEACH, FL 32937**

ARTICLE III: NATURE OF BUSINESS - PURPOSE

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock at \$1.00 par value per share.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually, commencing upon filing and acknowledgment hereof as provided by Florida State Statute 607.0203.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII: VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares

ARTICLE VIII: OFFICERS AND DIRECTORS

The names and street addresses of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors are elected, is/are:

BRIAN DERY - PTS
450 SHERWOOD AVE
SATELLITE BEACH, FL 32937

STEPHEN CHAO - D
451 BROOME STREET APT 10E
NEW YORK, NY 10013

ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

BRIAN DERY
450 SHERWOOD AVE
SATELLITE BEACH, FL 32937

ARTICLE X: BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI: APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

ARTICLE XII: COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XIII: INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIV: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV: I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator(s) to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XVI: "S" CORPORATION ELECTION

It is the intent of the Incorporator(s) to file the appropriate Sub-Chapter S Corporation Internal Revenue Code Election (IRS Form 2553) at the organizational Meeting hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on **August 21, 2019**.


BRIAN DERY, Incorporator

I am the Incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
BANANA BAG SOLUTIONS, INC.
2. The name and address of the registered agent and office is:

**BRIAN DERY
450 SHERWOOD AVE
SATELLITE BEACH, FL 32937**

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



BRIAN DERY, Registered Agent