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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

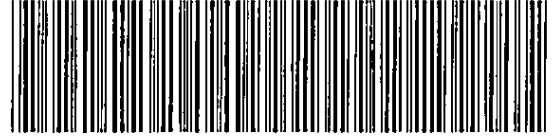
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20 JAN 24 PM 2:50

2020 JAN 24 PM 3:41  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

FILED

JAN 24 2020  
Brumbley

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** ACT HOUSE, INC.  
Name of Resulting Florida Profit Benefit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Benefit Corporation" in accordance with Sections 605.1045 and 607.1115, F.S.

Please return all correspondence concerning this matter to:  
Dominick Ardis

\_\_\_\_\_  
Contact Person  
ACT House INC  
\_\_\_\_\_  
Firm/Company  
914 Railroad Avenue Suite 19  
\_\_\_\_\_  
Address  
Tallahassee, Florida 32310  
\_\_\_\_\_  
City, State and ZIP Code  
dom@act.house  
\_\_\_\_\_  
E-mail address

For further information concerning this matter, please call:

Dominick Ardis \_\_\_\_\_ at ( 850 ) 2847259  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees

Mailing Address:  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**ACT LEADERSHIP, LLC**

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**CERTIFICATE OF CONVERSION**  
*for*  
**OTHER BUSINESS ENTITY**  
*into*  
**FLORIDA PROFIT BENEFIT CORPORATION**

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This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida profit benefit corporation in accordance with Sections 605.1045 and 607.1115, F.S.

1. The name of the "Other Business Entity" immediately prior to filing of this Certificate of Conversion is: **ACT LEADERSHIP, LLC**
2. The "Other Business Entity" is a **Florida limited liability company**, *Filed on 12/03/14*
3. The name of the Florida profit benefit corporation as set forth in the attached Articles of Incorporation: **ACT HOUSE, INC.**

Signed this \_\_\_\_\_ day of January, 2020.

**Required Signature for Florida Profit Benefit Corporation:**

**ACT HOUSE, INC.**

(Name Signed by)

*Dominick Ard'is*

Name: Dominick Ard'is

Title: Chief Executive Officer

**Required Signatures on behalf of Other Business Entity:**

**ACT LEADERSHIP, LLC**

(Name Signed by)

*Dominick Ard'is*

Name: Dominick Ard'is

Title: Manager

(Name Signed by)

*Ido David*

Name: Ido David

Title: Member

**FILED**  
2020 JAN 24 PM 3:41  
CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ACT HOUSE, INC.  
a Florida Profit Benefit Corporation**

Pursuant to Chapter 607 of the Florida Statutes, the undersigned does hereby submit these Articles of Incorporation for the purposes of forming a business corporation.

**ARTICLE I**

**NAME:** The name of the benefit corporation shall be ACT HOUSE, INC. (the “**Company**”).

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal street address, which is also the mailing address, and county of the initial registered office of the Company is 914 Railroad Avenue, Suite 19, Tallahassee, Leon County, Florida 32310.

**ARTICLE III**

**BENEFIT STATEMENT AND BUSINESS PURPOSE:** The Company elects to be a benefit corporation in accordance with s. 607.603, F.S. The purpose for which the Company is organized is to create a general public benefit and provide affordable living and innovation amenities in a coliving model to accelerate the creation of minority-owned ventures.

**ARTICLE IV**

**SHARES:** The Company shall have the authority to issue Ten Million (10,000,000) shares of Common Stock, of which 9,000,000 shares shall be Class A Common Stock having no par value per shares, and 1,000,000 shares shall be Class B Common Stock having no par value per share.

**A. COMMON STOCK**

**1. General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and privileges of the holders of the Preferred Stock set forth herein.

**1.1 Class A Common Stock.** The holder of each share of Class A Common Stock shall have the right to three (3) votes for each such share, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Class A Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the shareholders entitled to vote.

**1.2 Class B Common Stock.** The holder of each share of Class B Common Stock shall have the right to one (1) vote for each such share, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Class B Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the shareholders entitled to vote.

2. **Voting.** Each holder of Common Stock, as such, shall be entitled to vote on all matters on which shareholders generally are entitled to vote: provided, however, that except as otherwise required by law, (i) holders of Class A Common Stock, as such, shall not be entitled to vote on any amendment to these Articles of Incorporation (including any amendment to designate the terms of the shares of Class B Common Stock) that relates solely to the terms of Class B Common Stock if the holders of Class B Common Stock are entitled to vote thereon pursuant to these Articles of Incorporation or pursuant to the Florida Business Corporation Act ("FBCA"), and (ii) holders of Class B Common Stock, as such, shall not be entitled to vote on any amendment to these Articles of Incorporation (including any amendment to designate the terms of the shares of Class A Common Stock) that relates solely to the terms of Class A Common Stock if the holders of Class A Common Stock are entitled to vote thereon pursuant to these Articles of Incorporation or pursuant to the FBCA.

3. **Conversion of Class A Common Stock.** Any holder of Class A Common Stock may convert any number of shares of Class A Common Stock into an equal number of shares of Class B Common Stock at the option of the holder. Following any such conversion, the holder shall surrender to the Company (at the principal office of the Company) a certificate or certificates representing all or part of the holder's shares of Class A Common Stock and in such event each share of Class A Common Stock represented by such certificate or certificates will convert into one share of Class B Common Stock. Except as otherwise provided herein, each conversion of Class A Common Stock shall be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing such shares of Class A Common Stock to be converted have been surrendered for conversion at the principal office of the Company. Notwithstanding any other provision hereof, if a conversion of Class A Common Stock is to be made in connection with a merger, reclassification or other transaction in which the shares of Class A Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property or in any dissolution or liquidation, the conversion of any shares of Class A Common Stock may, at the election of the holder thereof, be conditioned upon the consummation of such event or transaction, in which case such conversion shall not be deemed to be effective until such event or transaction has been consummated. Upon a conversion pursuant to this Section, each converted share of Class A Common Stock shall be retired. The Company shall from time to time reserve for issuance the number of shares of Class B Common Stock into which all outstanding shares of Class A Common Stock may be converted.

## ARTICLE V

**INITIAL OFFICERS AND DIRECTORS:** The initial officers and directors of the Company are as follows:

Dominick Ard'is, President and Director  
914 Railroad Avenue, Suite 19, Tallahassee, Florida 32310

Ido David, Vice President, Secretary and Director  
914 Railroad Avenue, Suite 19, Tallahassee, Florida 32310

## ARTICLE VI

**REGISTERED AGENT:** The name and street address of the initial registered agent is Dominick Ard'is, 914 Railroad Avenue, Suite 19, Tallahassee, Florida 32310.

## ARTICLE VII

**INCORPORATOR:** The name and street address of the Incorporator of these Articles of Incorporation is Dominick Ard'is, 914 Railroad Avenue, Suite 19, Tallahassee, Florida 32310.

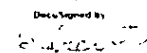
## ARTICLE VIII

**INDEMNIFICATION:** The Company shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE IX

**AMENDMENT:** The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

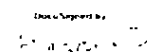
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

DocuSigned by  
  
\_\_\_\_\_  
Required Signature/Registered Agent

1/19/2020

\_\_\_\_\_  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.*

DocuSigned by  
  
\_\_\_\_\_  
Required Signature/Incorporator

1/19/2020

\_\_\_\_\_  
Date