

P2000000/3307

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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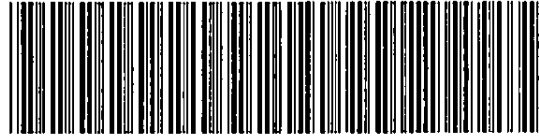
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Conversion

RECEIVED

2023 APR 26 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2023 APR 26 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY
APR 27 2023

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 702674 8316906

AUTHORIZATION : 

COST LIMIT : \$ 35.00

ORDER DATE : April 25, 2023

ORDER TIME : 8:37 AM

ORDER NO. : 702674-005

CUSTOMER NO: 8316906

DOMESTIC AMENDMENT FILING

NAME: ARIVAL INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland-sorenson -- EXT#

EXAMINER'S INITIALS: _____

FILED
2023 APR 26 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF CONVERSION
FROM A FLORIDA FOR PROFIT CORPORATION
TO A
DELAWARE FOR PROFIT CORPORATION

PURSUANT TO SECTION 607.11933 OF THE FLORIDA BUSINESS CORPORATION ACT

1. The name of the Florida For Profit Corporation converting into the converted and resulting business entity is: **ARIVAL INC.**
2. The name of the resulting business entity is: **ARIVAL INC.**
3. The (converted) resulting business entity is a corporation organized, formed or incorporated under the laws of the State of Delaware.
4. The Florida corporation converting into the resulting Delaware corporation was originally organized in the State of Florida under the Florida Business Corporation Act on February 6, 2020, effective February 2, 2020, and was assigned Document No. P20000013307.
5. The above referenced Florida For Profit Corporation has converted into another business entity in compliance with Chapter 607, Florida Statutes.
6. The Plan of Conversion was approved by the converting Florida For Profit Corporation in accordance with Chapter 607, Florida Statutes.
7. Pursuant to Section 607.11933, Florida Statutes, the conversion becomes effective at the later of:
 - (a) The date and time provided by the organic law of the (converted) resulting entity, or
 - (b) When these Articles of Conversion take effect.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the Company, has executed these Articles of Conversion on April 21, 2023.

ARIVAL INC.,

a Florida corporation

DocuSigned by:

By:

Anastasia Cavallini

Anastasia Cavallini, its President

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this “**Plan of Conversion**”) dated as of April 21, 2023, is adopted by **ARIVAL INC.**, a Florida corporation (“**Arival FL**”), to effect its conversion into **ARIVAL INC.**, a Delaware corporation (“**Arival DE**”).

RECITALS

A. Arival FL is a corporation duly organized and existing under the laws of the State of Florida.

B. Arival FL is wholly owned by Arival Pte. Ltd.

C. The Board of Directors and sole shareholder of Arival FL have determined that it is advisable and in the best interests of Arival FL and its sole shareholder that Arival FL convert into a Delaware corporation, with Arival DE as the resulting entity, pursuant to Section 265 of the Delaware General Corporation Law (the “**DGCL**”) and Section 607.11939 of the Florida Business Corporation Act (the “**FBCA**”) upon the terms and conditions herein provided.

D. This Plan of Conversion was approved and adopted by all of the members of the Board of Directors of Arival FL, the Board of Directors recommended this Plan of Conversion to the sole shareholder of Arival FL, and the sole shareholder of Arival FL approved and adopted this Plan of Conversion in the manner prescribed Section 607.0821 and Section 607.0704 of the FBCA, and in the manner required by Arival FL’s constituent documents.

AGREEMENT

NOW, THEREFORE, Arival FL hereby agrees, subject to the terms and conditions hereinafter set forth, as follows:

1. **Conversion.**

(a) **Conversion.** In accordance with the provisions of this Plan of Conversion, the DGCL and the FBCA, Arival FL shall be converted into a Delaware corporation, with Arival DE as the resulting corporation (the “**Conversion**”), and the existence of Arival FL shall continue in the organizational form of Arival DE. The converted entity, Arival DE, shall be incorporated, formed and organized as a corporation under the DGCL.

(b) **Filing and Effectiveness.** The Conversion shall become effective upon filing with the Delaware Division of Corporation when the following actions shall have been completed:

(i) The executed Certificate of Conversion and the Certificate of Incorporation meeting the requirements of the DGCL shall have been filed with the Secretary of State of the State of Delaware.

(ii) The executed Articles of Conversion meeting the requirements of the FBCA shall have been filed with the Department of State of the State of Florida.

The date and time when the Conversion shall become effective, as aforesaid, is herein called the “**Effective Time of the Conversion.**”

(c) Effect of the Conversion. Upon the Effective Time of the Conversion: (i) the existence of Arival FL shall continue as Arival DE, and (ii) Arival DE shall (A) continue to possess all of the assets, rights, powers and property of Arival FL as constituted immediately prior to the Effective Time of the Conversion, (B) be subject to all actions previously taken by Arival FL's Board of Directors and sole shareholder, (C) shall retain, without transfer or assignment, all of the assets, rights, powers and property of Arival FL, and (D) continue to be subject to all of the debts, liabilities and obligations of Arival FL as constituted immediately prior to the Effective Time of the Conversion, in each case, as more fully provided under the applicable provisions of the DGCL and FBCA.

2. Charter Documents.

(a) Certificate of Incorporation. The Certificate of Incorporation of Arival DE shall be, as of the Effective Time of Conversion, as set forth on Exhibit A attached hereto and shall continue in full force and effect as the Certificate of Incorporation of Arival DE until duly amended in accordance with the provisions thereof and applicable law.

(b) Bylaws. The Bylaws of Arival DE shall be, as of the Effective Time of the Conversion, as set forth on Exhibit B attached hereto until duly amended in accordance with the provisions thereof and applicable law.

3. Capital Stock.

(a) Contribution and Issuance. As set forth on Schedule I attached hereto, upon the Effective Time of the Conversion all outstanding shares of capital stock of Arival FL shall be converted into and exchanged for fully paid and nonassessable shares of Common Stock, par value \$0.0001 per share, of Arival DE. No fractional shares of Arival DE shall be issued as a result of the Conversion.

(b) Section 351 Transaction. The parties intend that this transaction be treated for federal income tax purposes as an exchange under the provisions of Section 351 of the Internal Revenue Code of 1986, as amended.

4. General.

(a) Abandonment. At any time before the Effective Time of the Conversion, this Plan of Conversion may be terminated and the Conversion may be abandoned for any reason whatsoever by the Board of Directors of Arival FL, notwithstanding the approval of this Plan of Conversion by the sole shareholder of Arival FL.

(a) Registered Office. The registered office of Arival DE in the State of Delaware is 651 N. Broad St., Suite 206, City of Middleton, County of New Castle, Delaware 19709. The name of the registered agent at such address is Legalinc Corporate Services, Inc.

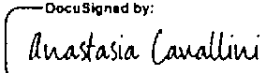
(b) Plan of Conversion. Executed copies of this Plan of Conversion will be on file at the principal place of business of Arival DE at 200 Central Avenue, 4th Floor, Saint Petersburg, Florida 33701, and copies thereof will be furnished to any shareholder of Arival FL or any stockholder of Arival DE, upon request and without cost.

(c) Governing Law. This Plan of Conversion shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

(Signature page follows.)

IN WITNESS WHEREOF, this Plan of Conversion having first been approved by the resolutions of the Board of Directors and the sole shareholder of Arival FL is hereby executed on behalf of such corporation.

ARIVAL INC.,
a Florida corporation

By: _____
Anastasia Cavallini, its President

Schedule I

Conversion of Capital Stock

SHAREHOLDER NAME(S)	SHARES OF COMMON STOCK IN CONVERTING CORPORATION	SHARES OF COMMON STOCK IN RESULTING CORPORATION
Arival Pte. Ltd.	42,700	42,700
TOTAL	42,700	42,700