

5/20/2020

Division of Corporations

H20000150665 3

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-0821
Fax Number : (850)558-1515

****Enter the email address for this business entity to be used for future
annual report mailings. Enter only one email address please.****

Email Address: _____

DOMESTICATION**IMBS Holdings, Inc**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$128.75

MAY 22 2020

T. SCOTT

FILED
2020 MAY 21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 MAY 21 AM 7:50

CSC TRANS01 5/20/2020 7:13:32 PM PAGE 3/011 Fax Server
850-617-6381 5/19/2020 4:07:15 PM PAGE 1/001 Fax Server

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May 19, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CSC

SUBJECT: IMBS HOLDINGS, INC.
REF: W20000049200

We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

To proceed, you must abandon this filing and resubmit your filing under the appropriate electronic filing type.

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KYLE D BRUMBLEY
Regulatory Specialist II
New Filing Section

FAX Aud. #: H20000147161
Letter Number: 220A00010117

COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Articles of Domestication of Imbs Holdings, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ <u>78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Name (printed or typed)

Address

City, State & Zip

Daytime Telephone Number

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

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CERTIFICATE OF DOMESTICATION

The undersigned, R. Christopher Imbs, President,
(Name) (Title)

of Imbs Holdings, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was October 2, 2018.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Missouri.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Imbs Holdings, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Imbs Holdings, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Missouri.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801. The domestication was approved in accordance with Missouri law.

I am President, of Imbs Holdings, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 8th day of May, 2020.

R. Christopher Imbs
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

FILED
2020 MAY 21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607, F.S.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

Imbs Holdings, Inc.**ARTICLE II PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS:

Principal Address

Mailing Address

6845 North Ocean Boulevard Muse #2 South6845 North Ocean Boulevard Muse #2 SouthOcean Ridge, FL 33435-3396Ocean Ridge, FL 33435-3396**ARTICLE III PURPOSE**

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

To engage in any lawful act or activity for which corporations may be organized
under the Florida Business Corporations Act, and in furtherance and not in
limitation of the foregoing, to own, operate, and manage insurance brokerage
firms.

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TALLAHASSEE, FLORIDA

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ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS:

1**ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS**

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Title/Name

Director

R. Christopher Imbs

Title/Name

Title/Name

President

R. Christopher Imbs

Title/Name

Title/Name

Secretary

Dennis P. Walsh

Title/Name

Title/Name

Vice President

Dennis P. Walsh

Title/Name

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ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS*THE NAME AND FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:*R. Christopher Imbs6845 North Ocean Boulevard Muse #2 SouthOcean Ridge, FL 33435-3396**ARTICLE VII INCORPORATOR***THE NAME AND ADDRESS OF THE INCORPORATOR IS:*R. Christopher Imbs6845 North Ocean Boulevard Muse #2 SouthOcean Ridge, FL 33435-3396

*HAVING BEEN NAMED AS REGISTERED AGENT AND 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.*

R. Christopher Imbs
Signature/Registered Agent

05/08/2020

Date

R. Christopher Imbs
Signature/Incorporator

05/08/2020

Date

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Date Filed: 5/5/2020
John R. Ashcroft
Missouri Secretary of State

CERTIFICATE OF CONVERSION

This Certificate of Conversion is submitted for filing pursuant to Section 351.409 and related provisions of the General and Business Corporation Law of Missouri (the "GBCL"). Pursuant to those provisions, the undersigned certifies the following:

1. The name of the corporation immediately prior to filing this Certificate of Conversion is Imbs Holdings, Inc. (the "Converting Entity"). The name under which the Converting Entity was originally incorporated was Imbs Holding, Inc.

2. The Converting Entity's original articles of incorporation were filed with the Missouri Secretary of State on October 2, 2018.

3. The name of the converted entity is Imbs Holdings, Inc., and it will be a Florida corporation.

4. The conversion has been approved as required pursuant to Section 351.409 of the GBCL.

5. The Converting Entity hereby agrees that it may be served with process in the State of Missouri in any action, suit, or proceeding for enforcement of any obligation of the Converting Entity arising while it was a corporation of the State of Missouri, and hereby irrevocably appoints the Secretary of State of Missouri as its agent to accept service of process in any such action, suit, or proceeding.

6. The address to which the Missouri Secretary of State may mail a copy of the service of process is 6845 North Ocean Boulevard Muse #2 South Ocean Ridge, FL 33435-3396.

7. This Certificate of Conversion shall be effective on the date it is filed with the Secretary of State of Missouri.

IN AFFIRMATION THEREOF, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under § 575.040, RSMo.)

Imbs Holdings, Inc.

By: *R. Christopher Imbs*
R. Christopher Imbs, President

Date: 04/08/2020

Name and address to return filed document:

Caitlin Fagan
Armstrong Teasdale LLP
cfagan@attlp.com
7700 Forsyth Blvd., Suite 1800
St. Louis, MO 63105

ORI-05052020-1248 State of Missouri

No of Pages: 1 Page



Conversion - For Profit (D)

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STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

Imbs Holdings, Inc. - 001378880

CONVERTING INTO:

Imbs Holdings, Inc. - a Florida corporation not qualified in Missouri

Organized and existing under the laws of Missouri and Florida have been received, found to conform to Law and filed.

NOW, THEREFORE, I, Missouri, Secretary of State of the State of Missouri, issue the Certificate of Conversion, certifying that the conversion of the aforementioned entity is effected, with

Imbs Holdings, Inc. - a Florida corporation not qualified in Missouri

As the newly formed entity, pursuant to Chapter 351.409 RSMO.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 5th day of May, 2020.

A handwritten signature in cursive script, reading "John R. Ashcroft".
Secretary of State



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STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

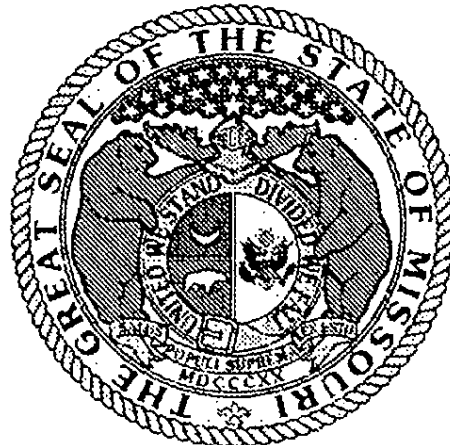
Imbs Holdings, Inc.

... ***

I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 18th day of May, 2020.


Secretary of State



Certification Number: CERT-05182020-0041