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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Lending Science DM, Inc.

Name of Resulting Florida Profit Corporation

Domestication

The enclosed Articles of ~~Conversion~~, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Helen Dillon Freed

Contact Person

Fryer, Shuster, Lester & Pollack, PC

Firm/Company

1050 Crown Pointe Parkway, Suite 410

Address

Atlanta, GA 30338

City, State and Zip Code

hdfreed@galegal.com

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

For further information concerning this matter, please call:

Helen Dillon Freed at ( 770 ) 668-9300

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

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

**Mailing Address:**

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

**Street Address:**

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**ARTICLES OF DOMESTICATION  
OF  
LENDING SCIENCE DM, INC.**

These Articles of Domestication and attached Articles of Incorporation are submitted to domesticate the undersigned corporation and convert it into a Florida Profit Corporation in accordance with ss. 607.11922 and 607.0202, Florida Statutes.

1. The name of the domesticating corporation is Lending Science DM, Inc., a corporation first organized under the laws of the state of Georgia on June 23, 2006.

2. The name of the domesticated corporation shall be Lending Science DM, Inc., which shall be a profit corporation organized under the laws of the state of Florida.

3. The domestication was approved by the domesticating corporation in accordance with the laws of Georgia, its current/organic jurisdiction.

4. Articles of Incorporation of the domesticated corporation that satisfy the requirements of s. 607.0202 are attached hereto.

5. The effective date and time of such election shall be the date and time of filing of these Articles with the Florida Secretary of State.

IN WITNESS THEREOF, the undersigned corporation has caused these Articles of Domestication to be executed by its duly authorized officer as of November 11th, 2020.

**LENDING SCIENCE DM, INC.**

By:   
Timothy Olzer  
Chief Executive Officer

**ARTICLES OF INCORPORATION  
OF  
LENDING SCIENCE DM, INC.**

ARTICLE I.

The name of the Corporation is: Lending Science DM, Inc.

ARTICLE II.

The Corporation shall have authority to issue not more than 10,000 shares of voting common stock of \$1.00 par value.

ARTICLE III.

The principal place of business of the Corporation is:  
5871 Glenridge Drive, Suite 100  
Atlanta, Georgia 30328

ARTICLE IV.

The name and Florida street address of the registered agent of the Corporation shall be:  
INCorp SERVICES, INC.  
17888 67th Court North  
Loxahatchee, Florida 33470

ARTICLE IV.

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) of any of the types set forth in s. 607.0831 of the Florida Business Corporation Code; or (iv) for any transaction from which the director has received an improper personal benefit. The provisions of this Article shall not apply with respect to acts or omissions occurring prior to the effective date of this Article.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Florida Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Code.

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(d) In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

#### ARTICLE V.

Any action required by law or by the Articles of Incorporation or By-Laws of the Corporation to be taken at a meeting of the shareholders of the Corporation and any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by persons who would be entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. No such written consent shall be effective unless each consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders, or unless the consent includes an express waiver of the right to receive the material.

#### ARTICLE VI.

If at any time the Corporation has in effect an election to be a small business corporation (an "S Corporation") pursuant to the provisions of Section 1361 of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), the following restrictions shall apply in order to maintain the Corporation's status as an S Corporation unless otherwise agreed upon unanimously in writing by the shareholders of the Corporation:

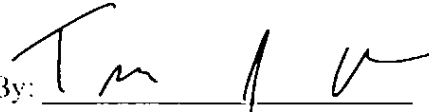
(a) Shares of the Corporation may not be issued, sold, pledged or otherwise transferred or assigned to any person or entity if such transaction would (i) cause the Corporation to have more than the maximum number of shareholders permitted by the Code for the Corporation to remain eligible to be an S corporation under Section 1361 of the Code or (ii) cause the Corporation to have as a shareholder a person or entity which would make the Corporation ineligible to elect to be an S Corporation under Section 1361 of the Code.

(b) Each stock certificate of the Corporation shall bear the following legend:

"Transfer of the shares evidenced by this certificate is limited by the terms and provisions of the Articles of Incorporation, and any attempted sale, pledge or other transfer of this certificate shall be void unless made in compliance with the provisions of the Articles of Incorporation."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 11th day of November, 2020.

**LENDING SCIENCE DM, INC.**

By:   
\_\_\_\_\_  
Timothy J. Olzer, CEO

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3773 Howard Hughes Parkway Suite 500S  
Las Vegas, NV 89169-6014

Phone 702.866.2500  
Toll-Free 800.2.INCORP (1-800-246-2677)  
Fax 702.866.2689

[www.incorp.com](http://www.incorp.com)

November 23, 2020

**Corporations Division**  
Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

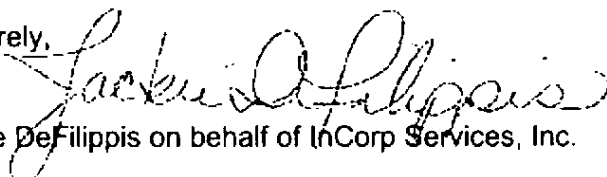
To Whom It May Concern:

InCorp Services, Inc., an authorized Corporate Registered Agent in Florida, whose office is located at 17888 67<sup>th</sup> Court North, Loxahatchee, FL 33470, herein consents to act as Registered Agent for **Lending Science DM, Inc.**

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.

If you have any questions, please contact me at (800) 246-2677 from 8:00 a.m. to 5:00 p.m. PST.

Sincerely,

  
Jackie DeFilippis on behalf of InCorp Services, Inc.

20 NOV 25 PM 3:54