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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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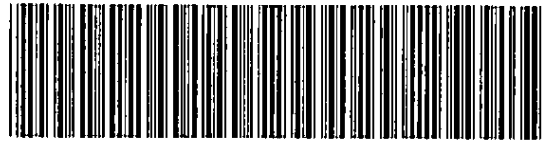
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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21 APR 12 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W21-57620



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 22, 2021

C. WILLIAM CURTIS III
LAW OFFICES OF CURTIS & ASSOCIATES, P.A.
701 MARKET STREET, UNIT 109
ST. AUGUSTINE, FL 32095

SUBJECT: WETTLAUER GROUP LTD, INC.
Ref. Number: W21000037620

We have received your document for WETTLAUER GROUP LTD, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please remove " LTD " from the entity name. " LTD " implies a different filing type.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 221A00005970

LAW OFFICES OF CURTIS & ASSOCIATES PA

C. WILLIAM CURTIS III
JAIME COUNCIL

DEBORAHBOWLES@CURTISFIRM.COM

April 9, 2021

VIA FEDEX (Tracking 773399981544)

Mr. Daniel L. O'Keefe
New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, Florida 32303

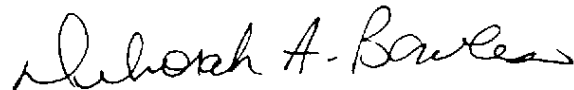
Re: Articles of Conversion of Wettlaufer Group Ltd, Inc.
Division of Corporations Reference No. W21000037620

Dear Mr. O'Keefe:

In response to your Letter Number 221A00005970, dated March 22, 2021, in connection with the referenced matter, enclosed please find a corrective Articles of Conversion of Wettlaufer Group, Ltd., along with a Corrective Plan of Domestication and Conversion of Wettlaufer Group Ltd, a Pennsylvania corporation, into Wettlaufer Group Inc., a Florida corporation. We note that your letter dated March 22, 2021, indicated that you have retained our Firm's Check No. 3833 in the amount of One Hundred Five Dollars (\$105.00) to cover the cost of filing the Articles of Conversion.

Please contact us if you have any questions. Thank you for your assistance and cooperation.

Very truly yours,



Deborah A. Bowles
Paralegal

Enclosures

LAW OFFICES OF CURTIS & ASSOCIATES PA

C. WILLIAM CURTIS III
JAIME COUNCIL

DEBORAHBOWLES@CURTISFIRM.COM

February 18, 2021

VIA FEDEX
(Tracking 772841776787)

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, Florida 32303


Re: Articles of Conversion of Wettlaufer Group, Ltd.

Dear Madame or Sir:

Our Firm is the Registered Agent for Wettlaufer Group Ltd, Inc. Enclosed please find the Articles of Conversion of Wettlaufer Group, Ltd., along with our Firm's Check 3833 in the amount of One Hundred Five Dollars (\$105.00) to cover the cost of filing the Articles of Conversion.

Please contact us if you have any questions. Thank you for your assistance and cooperation.

Very truly yours,



Deborah A. Bowles
Paralegal

Enclosures

TO: New Filing Section
Division of Corporations

Name of Resulting Florida Profit Corporation

Please return all correspondence concerning this matter to:

Contact Person

Firm/Company

Address

City, State and Zip Code

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

Name of Contact Person

Area Code and Daytime Telephone Number

☒ \$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

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

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

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity into a Florida Profit Corporation** in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

WETTLAUFER GROUP LTD

Enter Name of the Converting Entity

2. The converting entity is a **CORPORATION**

(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 **PENNSYLVANIA**

(Enter state, or if a non-U.S. entity, the name of the country)

on **OCTOBER 11, 2007**

Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

WETTLAUFER GROUP INC.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: _____.

(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.

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21 APR 12 AM 9:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Signed this 31st day of DECEMBER, 2020.

Required Signature for Florida Profit Corporation:

Signature of Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

Laura B Wettlaufer

Printed Name: LAURA B. WETTLAUFER Title: PRESIDENT

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

Signature: Laura B Wettlaufer

Printed Name: LAURA B. WETTLAUFER Title: PRESIDENT

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

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:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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21 APR 12 AM 9:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

ARTICLE I NAME

The name of the corporation shall be: WETTLAUFER GROUP INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

816 MAJORIES WAY

ST. AUGUSTINE, FLORIDA 32092

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

ARTICLE IV SHARES

The number of shares of stock is: 10,000

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: LAURA B. WETTLAUFER, PRESIDENT, TREASURER AND SECRETARY

Address: 816 MARJORIES WAY
ST. AUGUSTINE, FLORIDA 32092

Name and Title: TIMOTHY WETTLAUFER, DIRECTOR

Address: 816 MARJORIES WAY
ST. AUGUSTINE, FLORIDA 32092

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: LAW OFFICES OF CURTIS & ASSOCIATES, P.A.

Address: 701 MARKET STREET, UNIT 109

ST. AUGUSTINE, FLORIDA 32095

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



Required Signature/Registered Agent

DECEMBER 31, 2020

Date

FILED
21 APR 12 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Corrective Plan of Domestication and Conversion of
Wettlaufer Group Ltd, a Pennsylvania corporation, into
Wettlaufer Group Inc., a Florida corporation**

[NOTE: This Corrective Plan corrects the name of the Corrected Entity in the Plan initially adopted on December 31, 2020, because the Florida Division of Corporations rejected the use of "Ltd" in the Corporation's name.]

1. The Corporation

Wettlaufer Group Ltd (the "Corporation") is a corporation that is duly organized, validly existing, and in good standing under the Commonwealth of Pennsylvania's Business Corporation Law of 1988 (the "PA Corporation Act") and the laws of the Commonwealth of Pennsylvania. The Corporation was incorporated as a Pennsylvania corporation on October 11, 2007, and it shall file a Certificate of Domestication and Articles of Incorporation with the Florida Secretary of State, Division of Corporations, in connection with this domestication and conversion from a Pennsylvania corporation to a Florida corporation.

2. The Conversion

The shareholders and directors of the Corporation desire to domesticate and convert the Corporation into a Florida corporation to be called **Wettlaufer Group Inc., a Florida corporation** (the "Conversion") pursuant to this Plan of Domestication and Conversion (the "Plan") as authorized under the Florida Business Corporation Act (the "FL Corporation Act"). The converted **Wettlaufer Group Inc., a Florida corporation** (the "Converted Entity") will be organized under the laws of the State of Florida, including the FL Corporation Act, by filing a Certificate of Domestication and Articles of Incorporation of Wettlaufer Group Ltd ("FL Articles") with the Florida Secretary of State, Division of Corporations.

3. Name, Address and Registered Agent of Converted Entity

The Converted Entity will operate under the name of **Wettlaufer Group Inc., a Florida corporation**. The mailing and street address of the chief executive office and the Florida office of the Converted Entity shall be as set forth in its Articles of Incorporation. The registered agent for service of process on the Converted Entity shall be as set forth in its Articles of Incorporation.

4. Terms of Domestication and Conversion

In order to domesticate and convert the Corporation into a Florida corporation, each shareholder of the Corporation is assigning and transferring his or her interest in the Corporation to the Converted Entity in exchange for an interest in the Converted Entity. Each shareholder's total percentage interest in profits and losses and capital of the Converted Entity will be a percentage equal to the shareholder's percentage interest as a shareholder of the Corporation. Accordingly, Timothy D. Wettlaufer, the sole shareholder of the Corporation, shall be the sole shareholder of the Converted Entity and shall own the same number of shares of common stock of the

Converted Entity as he did in the Corporation, i.e., 1,000 shares of the 10,000 authorized shares. The Converted Entity agreed to pay all shareholders having appraisal rights the amount to which they are entitled under ss. 607.1301-607.1333, Florida Statutes.

5. Continuation of Business and Governing Documents

From and after the Effective Date (as defined below), the business of the Corporation will continue to be carried on by the Converted Entity, all the rights and property of the Corporation will be vested in the Converted Entity, and all debts, liabilities, and obligations of the Corporation shall continue as debts, liabilities, and obligations of the Converted Entity.

6. Tax Consequences of Conversion

It is the desire and intent of the owner of the Corporation that the Conversion will be tax free under §721 of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC §708, and will not result in a termination of the Corporation for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.

7. Further Actions and Effective Date of Conversion

The Corporation and the Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing of the Certificate of Domestication and Articles of Incorporation with the Florida Secretary of State, Division of Corporations, as required under the FL Corporation Act, and transfer the legal rights of the Corporation to the Converted Entity. The Conversion shall be effective on the date stated in the Articles of Incorporation for the Converted Entity, i.e., the start of business on December 31, 2020 (the "Effective Date").

8. Counterparts Execution

The parties may sign separate counterparts of any document related to this transaction and requiring execution by all parties. Each counterpart original document signed by one of the parties shall be treated as one and the same document as the original counterpart signed by another party, provided that each party has signed at least one counterpart. If a party does not sign a required document, then this transaction may be rescinded by another party who has fully executed all documents.

Executed on April 8, 2021.

**Wettlaufer Group Ltd, a
Pennsylvania corporation**

By: Laura B. Wettlaufer
Laura Wettlaufer
Its: President

**Wettlaufer Group Inc., a Florida
corporation**

By: Laura B. Wettlaufer
Laura Wettlaufer
Its: President