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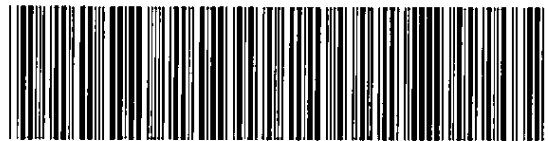
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TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 10/27/2021

Name: Merritt Walker

Reference #: 1505268

Entity Name: COGITARI, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

PLEASE PROVIDE A CERTIFIED COPY OF
THE FILING EVIDENCE

☐ Conversion


☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other ARTICLES OF DOMESTICATION

Authorized Amount: \$128.75

Signature: 

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SECRETARY OF STATE
TALLAHASSEE, FL

COGITARI, INC.
ARTICLES OF DOMESTICATION

FROM A

VIRGINIA CORPORATION

TO A

FLORIDA CORPORATION

October 12, 2021

Cogitari, Inc., a Virginia corporation (the "**Domesticating Corporation**"), hereby files these Articles of Domestication (these "**Articles**") simultaneously with the State Corporation Commission of Virginia (the "**Commission**"), pursuant to Section 13.1-722.12 of the Virginia Stock Corporation Act (the "**Virginia Act**"), and the Florida Department of State (the "**Department**") pursuant to Section 607.11922 of the Florida Business Corporation Act (the "**Florida Act**"), and states as follows:

- FIRST:** The name of the Domesticating Corporation immediately prior to the filing of these Articles is Cogitari, Inc., formed under the laws of the Commonwealth of Virginia. Following the domestication its name shall be "Cogitari, Inc.", and it shall be domesticated as a corporation formed and governed under the laws of the state of Florida (the "**Domesticated Entity**").
- SECOND:** The Domesticating Corporation was originally incorporated on August 8, 2016, under the laws of the Commonwealth of Virginia, as a corporation, with the name "Osprey Resales, Inc.". The Domesticating Corporation has at all times since its incorporation, and prior to the filing of these Articles, been a Virginia corporation.
- THIRD:** The Plan of Domestication is attached hereto as Exhibit A (the "**Plan**"), pursuant to § 13.1-722.5.A.3 of the Act. Articles of Incorporation, to be filed with the Florida Department of State upon effectuating the Domestication, are attached hereto as Exhibit B, pursuant to § 607.11922(3) of the Florida Act.
- FOURTH:** The Plan was adopted by the board of directors and submitted to the shareholders of the Domesticating Entity, and was approved by the shareholders on October 7, 2021 in accordance with Section § 13.1-722.3 of the Virginia Act and § 607.11922(2)(c)(2) of the Florida Act.
- FIFTH:** The Domesticated Entity revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as an

agent for service of process in any proceeding based on a cause of action arising during the time it was incorporated in the Commonwealth of Virginia.

SIXTH: The mailing address to which the clerk may mail a copy of any process served as the Domesticated Corporation's agent is: Leslie Sayres, 512 Palma Sola Boulevard Bradenton, FL 34209.

SEVENTH: The Domesticated Corporation hereby commits to notify the clerk of the Commission in the future of any change in the mailing address of the Domesticated Corporation. The domestication shall be effective on the later date of these Articles having been accepted by the Commission and the Department.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Domestication as of the date set forth above.

DOMESTICATING CORPORATION:

COGITARI, INC.

By: Leslie Sayres
Leslie Sayres (Oct 7, 2021 10:12 EDT)
Leslie Sayres, President & CEO

EXHIBIT A
TO
ARTICLES OF DOMESTICATION

PLAN OF DOMESTICATION

[Attached]

PLAN OF DOMESTICATION

OF

COGITARI, INC.

October 12, 2021

The undersigned hereby adopts this Plan of Domestication (this "**Plan**") for domesticating Cogitari, Inc., a Virginia corporation (the "**Domesticating Entity**"), as a Florida corporation under the name "Cogitari, Inc." (the "**Domestication**"), pursuant to Section 13.1-722.2 of the Virginia Stock Corporation Act, as follows:

1. The name of the Domesticating Entity prior to the Domestication is "Cogitari, Inc.". The jurisdiction of the Domesticating Entity prior to the Domestication is the Commonwealth of Virginia.
2. Following the Domestication, the name of the Domesticating Entity shall be "Cogitari, Inc." (the "**Domesticated Entity**").
3. Following the Domestication, the Domesticated Entity shall be formed and governed as a corporation under the laws of the State of Florida.
4. The Domestication shall become effective as of the date that the Articles of Domestication have been accepted for filing by both of the State Corporation Commission of Virginia and the Florida Department of State (the "**Effective Date**").
5. The full text of the Articles of Incorporation of the Domesticated Entity, to be filed with the Florida Department of State upon effectuating the Domestication, is attached hereto as Exhibit A.
6. At the Effective Date, by virtue of the Domestication, each share of common stock of the Domesticating Entity, shall be converted into an equal number of shares of common stock in the Domesticated Entity, which will represent 100% of the stock in the Domesticated Entity.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Plan of Domestication as of the date set forth above.

DOMESTICATING ENTITY:

COGITARI, INC.

By: Leslie Sayres
Leslie Sayres (Oct 7, 2021 10:15 EDT)
Leslie Sayres, President & CEO

FILED

2021 OCT 28 PM 4: 29

SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
COGITARI, INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "Act"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Cogitari, Inc. (the "**Corporation**").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 512 Palma Sola Boulevard Bradenton, FL 34209. The mailing address of the Corporation is the same as the street address of the initial principal office of the Corporation set forth herein.

ARTICLES III: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000 shares, all of which shall be common stock.

ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 512 Palma Sola Boulevard Bradenton, FL 34209. The name of the initial registered agent of the Corporation at that office is Leslie Sayres.

ARTICLE V: INCORPORATOR

The name and street address of the Corporation's incorporator is: Leslie Sayres, 512 Palma Sola Boulevard Bradenton, FL 34209.

ARTICLE V: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Act as it now exists or may hereafter be amended or supplemented.

ARTICLE VI: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name of the individual who will serve on the initial board of directors is: Leslie Sayres. The initial officers of the Corporation shall be as follows: Leslie Sayres, as President and Secretary.

The President shall have the authority and shall perform such duties as set forth in the Corporation's bylaws or to the extent consistent with the bylaws, as may be prescribed by the Corporation's board of directors.

The Secretary shall have the authority and shall perform such duties as set forth in the Corporation's bylaws or to the extent consistent with the bylaws, as may be prescribed by the Corporation's board of directors or such other officers of the Corporation, including

responsibility for preparing minutes of the directors' and shareholders' meetings and for authenticating records of the corporation required to be kept pursuant to the Act.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Act and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

[Signature Page Follows]

The undersigned, having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, does hereby affirm that the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Leslie Sayres

Leslie Sayres (Oct 7, 2021 18:00 EDT)

Leslie Sayres, Registered Agent

10/7/2021

Date

In the capacity of incorporator, the undersigned does hereby submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Leslie Sayres

Leslie Sayres (Oct 7, 2021 18:00 EDT)

Leslie Sayres

10/7/2021

Date

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