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(Requestor's Name)

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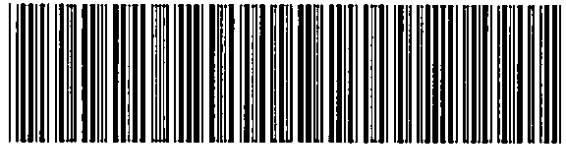
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FL

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

ACCOUNT NO. : I20000000195

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : 12/22/2021

ORDER TIME : 2:52 PM

ORDER NO. : MAGGINS SPECIAL ORDER

CUSTOMER NO:

DOMESTIC AMENDMENT FILING

NAME: PERFORMANCE INFORMATION TECHNOLOGY CORP.

EFFECTIVE DATE:

<input checked="" type="checkbox"/>
<input type="checkbox"/>

ARTICLES OF Conversion and Articles Incorporation  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

<input type="checkbox"/>
<input checked="" type="checkbox"/>
<input type="checkbox"/>

CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ALEXIS WEILAND

EXAMINER'S INITIALS: \_\_\_\_\_

**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:

Performance Information Technology LLC

Enter Name of the Converting Entity

2. The converting entity is a limited liability corporation L16000198459  
(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 Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on October 27, 2016  
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**:

Performance Information Technology Corp.

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: 1/1/2022

**(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.)**

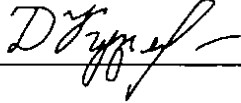
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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TALLAHASSEE, FL

Signed this 22 day of December, 2021.

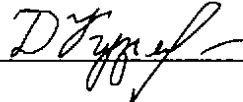
**Required Signature for Florida Profit Corporation:**

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



Printed Name: Dmitri Kouzmine Title: President

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

Signature: 

Printed Name: Dmitri Kouzmine Title: Manager

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)

**ARTICLES OF INCORPORATION  
FOR RESULTING FLORIDA PROFIT CORPORATION KNOWN AS  
PERFORMANCE INFORMATION TECHNOLOGY CORP.**

In compliance with the requirements of Chapter 607 of the Florida Business Corporation Act (the "FBCA").

**ARTICLE I: NAME**

The name of the corporation shall be PERFORMANCE INFORMATION TECHNOLOGY CORP. (the "Corporation").

**ARTICLE II: PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 210 W Platt St., Suite C, Tampa, FL 33606.

**ARTICLE III: PURPOSE**

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

**ARTICLE IV: SHARES**

(a) The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 700,000 divided into classes and series as follows:

(i) 500,000 shares of common stock with a par value of \$0.01 per share ("Common Stock"); and

(ii) 200,000 shares of preferred stock with a par value of \$0.01 per share with the preferences, limitations and relative rights of preferred stock as set forth in Section D below ("Preferred Stock").

(b) Except as may be otherwise specifically set forth in the designations for the Preferred Stock, the number of authorized shares of any class or series of stock of the Corporation may be increased or decreased (but not below the number of shares of such class or series of stock then outstanding and the number of shares of such class or series of stock reserved for issuance by the Corporation) by an amendment to these Articles of Incorporation approved by the affirmative vote of the holders of (i) a majority of the Common Stock voting together as a single class and no such class or series shall be entitled to vote on such amendment as a separate class, and (ii) a majority of the Preferred Stock voting together as a single class.

(c) Common Stock

(i) Relative Rights of Preferred Stock and Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations or restrictions of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

(ii) Voting Rights. The holder or holders of shares of the Common Stock shall be entitled to one vote per share and shall vote together with all other shares of capital stock of the Corporation as a single class on all matters submitted for a vote or consent of shareholders except where otherwise required by law.

(iii) Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of Common Stock if there are any outstanding shares of Preferred Stock. Once the shares of Preferred Stock

have been redeemed or forfeited and canceled, dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the board of directors of the Corporation.

(iii) Liquidation. Upon the liquidation of the Corporation, the holders of shares of the Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to the rights and preferences of any then outstanding shares of Preferred Stock.

(d) Preferred Stock. The Preferred Stock may be issued from time to time, and (i) may have voting powers, full or limited, or no voting powers; (ii) may be subject to redemption at such time or times and at such price or prices; (iii) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; and (iv) shall have such other powers, designations, preferences and relative, participating, optional or other special rights thereof and the qualifications, limitations or restrictions of such preferences and/or rights, as may be approved by the board of directors and shareholders of the Corporation in accordance with the FCBA and these Articles of Incorporation.

Section 1. Designation. The Preferred Stock shall be the only preferred stock established for the Corporation. No classes or series of preferred stock shall be authorized. The Preferred Stock shall have the rights and preferences set forth below. The issuance price of the Preferred Stock shall be \$1.00 per share, as adjusted appropriately for stock splits, stock dividends, combinations, recapitalizations, reclassifications and the like with respect to such shares (the "**Original Purchase Price**").

Section 2. Dividends. The holders of then outstanding shares of Preferred Stock shall not be entitled to receive dividends.

Section 3. Liquidation, Dissolution, or Winding Up.

(a) Preference Amount. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, or a Deemed Liquidation Event (as defined below), holders of the Preferred Stock shall be entitled to be paid first out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock of all classes and before any sums shall be paid or any assets distributed among the holders of shares of any Common Stock or any other class of capital stock of the Corporation other than any preferred stock that is not Prohibited Preferred Stock, an amount per share equal to two times the Original Purchase Price (the "**Preference Amount**"). If the assets of the Corporation shall be insufficient to permit the payment in full to the holders of the Preferred Stock of the amounts thus distributable, then the entire assets of the Corporation available for such distribution shall be distributed ratably among the holders of the Preferred Stock. After the payment or the setting apart for payment to the holders of the Preferred Stock of the Preference Amounts so payable to them, if assets remain in the Corporation, then the holders of the Common Stock shall receive all of the remaining assets of the Corporation in accordance with the terms set forth in the Certificate of Incorporation. Each of the following events shall be considered a "**Deemed Liquidation Event**" unless the holders of at least sixty percent (60%) of the outstanding shares of Preferred Stock elect otherwise by written notice sent to the Corporation prior to the effective date of any such event (i) a merger or consolidation in which (A) the Corporation is a constituent party or (B) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, (ii) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or (iii) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of one (1) or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

(b) Reorganizations, Mergers, Consolidations, or Sales of Assets. Any (i) consolidation or merger (other than (A) in a mere reincorporation transaction, (B) a consolidation or merger with a wholly-owned, direct or indirect subsidiary, or (C) a consolidation or merger involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such consolidation or merger continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such consolidation or merger, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly-owned subsidiary of another corporation immediately following such consolidation or merger, the parent corporation of such surviving or resulting corporation), or statutory share exchange in which the outstanding shares of capital stock of the Corporation are exchanged for securities or other consideration of or from another corporation or other business organization, or (ii) sale of all or substantially all the assets or all of the capital stock of the Corporation, shall be deemed to be a liquidation, dissolution, or winding up of the affairs of the Corporation within the meaning of this Section 3, and shall entitle the holders of Preferred Stock to receive, on the effective date of such event, the Preference Amount specified in Section 3(a), in cash, securities, or other property.

(c) Determination of Fair Value. Whenever the distribution provided for in this Section 3 shall be paid in property other than cash, the value of such distribution shall be the fair value thereof determined in good faith by the Board of Directors.

Section 4. Voting.

(a) Voting Rights of Preferred Stock Generally. Except as otherwise required and non-waivable by the FCBA or as specifically provided herein, the holders of shares of Preferred Stock shall have no voting power on or any right to participate in any proceedings in which actions shall be taken by the Corporation or the shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders. In matters in which the holders of shares of Preferred Stock have voting powers, each share of Preferred Stock shall have one vote on each such matter submitted to a vote.

(b) Special Voting Rights of Preferred Stock. So long as any shares of Preferred Stock remain outstanding, the Corporation will not take any of the following actions without the affirmative vote (with each share of Preferred Stock being entitled to one vote) or consent of the holders of a majority of the outstanding shares of Preferred Stock, given in writing or by resolution adopted at a meeting called for such purpose:

(i) Liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any merger or consolidation or any other Deemed Liquidation Event, or consent to any of the foregoing;

(ii) Create, or authorize the creation of, or issue or obligate itself to issue shares of, or reclassify, any capital stock including, without limitation, any shares of capital stock that ranks senior to the shares of Preferred Stock as to distributions, and upon liquidation, dissolution or winding up (any such capital stock is referred to herein as "**Prohibited Preferred Stock**");

(iii) Alter, amend, modify, or change in any way the rights, preferences, or privileges of the Preferred Stock;

(iv) Alter, amend, modify, or change in any way the rights, preferences, or privileges of the Preferred Stock;

(v) Change the business of the Corporation;

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(vi) Purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than the Preferred Stock as permitted by these Articles of Incorporation;

(vii) Alter, amend, supplement or repeal any portion of either these Articles of Incorporation or the Bylaws of the Corporation, or in its entirety;

(viii) create, or hold capital stock in, any direct or indirect subsidiary, whether or not wholly owned; or

(ix) Permit any subsidiary to do any of the foregoing.

Section 5. Conversion Rights. The holders of the Preferred Stock shall not have any conversion rights.

Section 6. Redemption.

(a) Optional Redemption By Corporation.

(i) At any time and from time to time, the Corporation may, at its option, redeem all (or less than all) of the outstanding shares of Preferred Stock (each, a "**Corporation Redemption**"). In the event that the Corporation elects to redeem shares of Preferred Stock from the holders thereof, the Corporation shall deliver written notice thereof to such holders in accordance with Section 6(c) below.

(ii) A redemption payment made pursuant to Section 6(a)(i) shall be paid in cash. The redemption price for each share of Preferred Stock subject to redemption pursuant to this Section 6(a) shall be an amount equal to two times the Original Purchase Price.

(b) Optional Redemption By Electing Holders. Subject to Section 6(c), in the event that shares of Preferred Stock remain outstanding on or after December 31, 2031, then at any time subsequent to such date, each holder of outstanding shares of Preferred Stock shall have the right at any time to elect to cause a redemption of some or all shares of Preferred Stock held by such holder (each, an "**Electing Holder**"), by delivery to the Corporation of written notice thereof (each, an "**Electing Holder Redemption Notice**"). Subject to Section 6(c), the Corporation shall, within sixty (60) days of receipt of the Electing Holder Redemption Notice, redeem shares of Preferred Stock out of funds legally available therefor by paying in cash to the holders thereof and in respect of each such share two times the Original Purchase Price.

(c) Procedures for Redemption of Preferred Stock. When a redemption payment is made or deemed to have been made by the Corporation pursuant to Sections 6(a) or 6(b) above (each, a "**Redemption Payment**"), the Corporation shall provide written notice (the "**Corporation Redemption Notice**") to the holders of shares of Preferred Stock, notifying such holder of the redemption to be effected, specifying (i) the total amount of the Redemption Payment and the portion related to the shares of Preferred Stock, (ii) the number of shares of Preferred Stock to be redeemed from such holder, (iii) the date on which such redemption shall occur (the "**Redemption Date**"). (iv) the place at which payment may be obtained, and (v) calling upon such holder to surrender to the Corporation, in the manner and at the place designated, its certificate or certificates representing the shares to be redeemed. On or after each Redemption Date, each holder of shares of Preferred Stock shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the place designated in the Corporation Redemption Notice, and thereupon the Redemption Payment shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. If less than all the shares represented by any such certificate are redeemed, the Corporation shall issue and deliver to the holder thereof a new certificate representing the unredeemed shares. From and after each Redemption Date, any shares of Preferred Stock redeemed on such Redemption Date shall not be entitled



to any further rights as Preferred Stock and shall be deemed canceled and no longer outstanding for any purpose. If, after receipt of an Electing Holder Redemption Notice, the funds of the Corporation legally available for redemption of shares of Preferred Stock are insufficient to redeem the total number of shares of Preferred Stock to be redeemed on such date or if such Redemption Payments are subject to the conditions, covenants, limitations, and restrictions imposed on the Corporation pursuant to any and all indebtedness that are then in effect ("**Indebtedness Restrictions**"), those funds which are legally available and permissible for such use under the applicable Indebtedness Restrictions will be used to redeem ratably among all holders of shares of Preferred Stock the number of shares of which the Corporation is obligated to redeem on such date based upon the number of shares of Preferred Stock held by each such holder. The shares of Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available and permissible for such use under the applicable Indebtedness Restrictions for the redemption of all or a portion of the remaining shares of Preferred Stock, such funds will be used promptly to redeem ratably the maximum number of shares which the Corporation can redeem. The redemption process set forth in the preceding sentence shall be repeated until all shares Preferred Stock have been redeemed. Any notices and communications under this Section 6 shall be in writing and shall be deemed duly given (I) when delivered personally to the recipient, (II) one (1) business day after being sent to the recipient by reputable overnight courier service (charges prepaid), (III) one (1) business day after being sent to the recipient by facsimile transmission or electronic mail, or (IV) four (4) business days after being mailed to the recipient by certified or registered mail, return receipt requested and postage prepaid, and addressed to the intended recipient as follows: if to the Corporation, to the principal office of the Corporation as set forth in the Certificate of Incorporation as now or hereafter amended, and, if to a holder of the Preferred Stock, to the address of such shareholder as it appears in the books of the Corporation.

Section 7. Notices of Record Date. In the event of any:

- (a) taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution;
- (b) capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger, consolidation, or share exchange of the Corporation, or any transfer of all or substantially all the assets of the Corporation to any other corporation, or any other entity or person; or
- (c) voluntary or involuntary dissolution, liquidation, or winding up the Corporation;

then and in each such event the Corporation shall mail or cause to be mailed to each holder of Preferred Stock a notice specifying (i) the record date for any such dividend or distribution and a description of such dividend or distribution, (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, share exchange, dissolution, liquidation, or winding up was effective or is expected to become effective, and (iii) the time, if any, that is to be fixed, as to when the holders of record of Preferred Stock and Common Stock (or other securities) shall be entitled to exchange their shares of Preferred Stock and Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, share exchange, dissolution, liquidation, or winding up. Such notice shall be mailed at least thirty (30) days after the date specified in such notice on which such action was taken or is to be taken and shall be made in accordance with the delivery requirements set forth in the last sentence of Section 6(c) above.

## ARTICLE V: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of ONE (1) 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 and address of the individual who will serve on the initial board of directors is:

Dmitri Kouzmine, 205 Hyde Park Pl 617, Tampa, FL 33606

The names and addresses of the individuals who will serve as initial officers are:

President Dmitri Kouzmine, 205 Hyde Park Pl 617, Tampa, FL 33606

Secretary Dmitri Kouzmine, 205 Hyde Park Pl 617, Tampa, FL 33606

Treasurer Dmitri Kouzmine, 205 Hyde Park Pl 617, Tampa, FL 33606

## ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 205 Hyde Park Pl 617, Tampa, FL 33606. The name of the initial registered agent of the Corporation at that office is Dmitri Kouzmine.

## ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA 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 they, or a person for whom they are 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.

## ARTICLE VIII: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be January 1, 2022 at 9:00 a.m. Eastern Time.

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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, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Required Signature/Registered Agent

12/22/21  
Date