

P22000005772

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

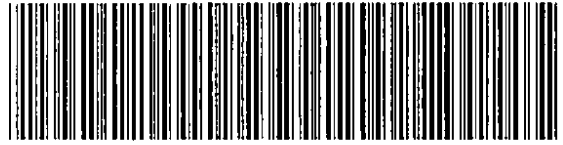
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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RECEIVED

2022 SEP 26 PM 4:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2022 SEP 26 AM 11:40

9/27/2022

FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-6243

Please use funds from account: I20210000160 Amount: paid \$35.00

Authorization Signature

CADMUS DENTAL LAB, INC.

Business Name

Document #

Walk in

___ Pick up time ___

___ Mail out

___ Will wait

___ Photocopy

___ **Certified Copy (s)**

___ **Certificate of Status**

NEW FILINGS

___ Profit

___ Not for Profit

___ Limited Liability

___ Domestication

___ Other

___ **CORP**

AMMENDMENTS

___ Amendment

___ Resignation of R.A. Officer/Director

___ Change of Registered Agent

___ Revocation of Dissolution

___ Merger

___ **X Conversion**

___ Articles of Conversion

OTHER FILINGS

___ Annual Report

___ Fictitious Name

___ **ARTICLES OF CORRECTION**

___ APOSTIL)

___ **Country**

REGISTRATION/QUALIFICATIONS

___ Foreign filing

___ Limited Partnership

___ Reinstatement

___ Other

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CADMUS DENTAL LAB, INC.

Name of Florida Profit Corporation

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an a business entity formed under the laws of another jurisdiction in accordance with s. 607.11933, F.S.

Please return all correspondence concerning this matter to:

ADAM D. BIRCH, ESQ.

Contact Person

OLDER LUNDY

Firm/Company

1000 WEST CASS STREET

Address

TAMPA, FL 33606

City, State and Zip Code

ABIRCH@OLALAW.COM

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

For further information concerning this matter, please call:

ADAM D. BIRCH

Name of Contact Person

at 813

254-8998

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

Mailing Address:

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

Street Address:

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

607.1622 (10) As a condition of a conversion of a domestic corporation to another type of entity under s. 607.11930, the domestic corporation converting to the other type of entity must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

Articles of Conversion
For
Florida Profit Corporation
Into a
Non-Florida Business Entity

2022 SEP 26 AM 11:41

The Articles of Conversion are submitted to convert the following **Florida Profit Corporation** into an a business entity formed under the laws of another jurisdiction in accordance with s. 607.11933, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the (converted) resulting business entity is:

CADMUS DENTAL LAB, INC.

Enter Name of Florida Profit Corporation

2. The name of the resulting business entity is:

CADMUS DENTAL LAB, INC.

Enter Name of (Converted) Resulting Business Entity

3. The (converted) resulting entity is a **CORPORATION**
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **DELAWARE**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into another business entity in compliance with Chapter 607, F.S.

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

Pursuant to s. 607.11933(4)(6) F.S. The conversion becomes effective at the later of:

1. The date and time provided by the organic law of the (converted) resulting entity; or
2. When the articles of conversion take effect.

Signed this **20th** day of **September** 20**22**.

Signature: 
Kelly Rivera (Sep 23, 2022 15:18 EDT)

(Must be signed by a Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: **Kelly Rivera** Title: **President**

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

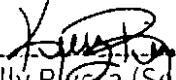
PLAN OF CONVERSION

This PLAN OF CONVERSION (this "Plan") is hereby adopted by CADMUS DENTAL LAB, INC., a Florida corporation (the "Corporation"), for the purpose of converting the Corporation to a Delaware corporation pursuant to the provisions of Florida Statute §607.11930 (the "Conversion") this 20th day of September, 2022.

1. Names of Converting Entity and Converted Entity. The name of the converting Florida corporation is "CADMUS DENTAL LAB, INC." and the name of the converted corporation will be "CADMUS DENTAL LAB, INC."
2. Conversion of Ownership Interests. Each one (1) share of ownership interest of the Corporation issued to the sole shareholder immediately prior to the Conversion shall, by virtue of the Conversion, automatically be converted into one (1) share of issued and outstanding ownership interest of CADMUS DENTAL LAB, INC. (the "Converted Corporation"), such that the sole shareholder's total percentage interest in the Converted Corporation's profits, losses, and capital will remain the same as it was in the Corporation.
3. Filings with the State of Delaware. As soon as practical after the date on which this Plan is adopted and approved by the sole shareholder of the Corporation, Kelly Rivera shall cause to be filed with the Delaware Secretary of State, Division of Corporations: (a) Certificate of Conversion, in the form attached hereto as Exhibit A; and (b) a Certificate of Incorporation with respect to CADMUS DENTAL LAB, INC., in accordance with and pursuant to §101 of Title 8, Chapter 1 of the Delaware Code.
4. Effect of Conversion; Tax Treatment. Pursuant to §265 of Title 8, Chapter 1 of the Delaware Code, all property owned by the Corporation shall remain vested in the Converted Corporation and all debts, obligations, and other liabilities of the Corporation shall continue as debts, obligations, and other liabilities of the Converted Corporation. After the Conversion, the Converted Company will be treated for federal income tax purposes as a C Corporation.
5. Authorization. Kelly Rivera is authorized, empowered and directed to execute and file on behalf of the Corporation all documents and take all other action that may be necessary or advisable to carry out the purposes and intentions of this Plan, and Kelly Rivera shall be held harmless by the Corporation for any action taken under this Plan in good faith, and any expense or liability incurred by her in connection therewith shall be borne by the Corporation.
6. Effective Date. The conversion of the Corporation to a Delaware corporation shall be effective upon the filing of the Certificate of Conversion and Certificate of Incorporation with the Delaware Secretary of State, Division of Corporations (the "Effective Date").

CADMUS DENTAL LAB, INC.,
a Florida corporation

By the Sole Shareholder:



Kelly Rivera (Sep 26, 2022 15:23 EDT)

KELLY RIVERA

Exhibit A

[Attach copy of Certificate of Conversion]

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

First: The jurisdiction where the Non-Delaware Corporation first formed is Florida.


Second: The jurisdiction immediately prior to filing this Certificate is Florida.

Third: The date the Non-Delaware Corporation was first formed is January 14, 2022.

Fourth: The name of the Non-Delaware Corporation immediately prior to filing this Certificate is
Cadmus Dental Lab, Inc..

Fifth: The name of the Corporation as set forth in the Certificate of Incorporation is Cadmus Dental
Lab, Inc..

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting
Corporation have executed this Certificate on the 21 day of September, 2022.

BY:  Signature

Name: Kelly Rivera -please print

Title: CEO