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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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PARSONS BEHLE & LATIMER

201 South Main Street, Suite 1800
Salt Lake City, Utah 84111
Main 801 532 1234
Fax 801.536 6111

A Professional
Law Corporation

Adam D Ott
Attorney at Law
Direct 801.536 6910
AOtt@parsonsbehle com

August 30, 2021

VIA FEDEX

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

Re: Operation Dental Holdings, Inc.

Enclosed please find the following documents for filing:

1. Cover Letter along with a check in the amount of $105.00 for filing fees;
2. Articles of Conversion for Converting Eligible Entity into Florida Profit Corporation; and
3. Articles of Incorporation of Operation Dental Holdings, Inc.

I have also included a copy of these documents to be returned, time stamped and sent back in the Federal Express envelope provided.

Sincerely,

PARSONS BEHLE & LATIMER

/s Adam D. Ott
Adam D. Ott
Attorney at Law

ADO:bmc
Enclosures

DocuSign Envelope ID: B73E598F-5004-408D-B4EB-352E349DDA0F

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: OPERATION DENTAL HOLDINGS, INC.
Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are ·ligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 c

for filing

Please return all correspondence concerning this matter to:

Jonathan Bunte
Contact Person

Operation Dental Holdings, Inc.
Firm/Company

3321 S. Conway Road, Suite D
Address

Orlando, FL 32812
City, State and Zip Code

jonathan@operationdental.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Adam Ott at (801) 536-6910
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

DocuSign Envelope ID B73E598F-5004-408D-B4EB-352E349ODA0F

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:

Operation Dental Holdings, LLC.
Enter Name of the Converting Entity

2. The converting entity is a limited liability company
(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 12/16/2020.
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:**

Operation Dental Holdings, 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.

L20000393564

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Signed this 24th day of August, 2021.

Required Signature for Florida Profit Corporation:

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

Printed Name: Peter Kelly Title: CEO

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

Signature:

Printed Name: Peter Kelly 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)

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PLAN OF CONVERSION
OF
OPERATION DENTAL HOLDINGS, LLC
A FLORIDA LIMITED LIABILITY COMPANY
INTO
OPERATION DENTAL HOLDINGS, INC.
A FLORIDA CORPORATION

THIS PLAN OF CONVERSION (the "***Plan***") of Operation Dental Holdings, LLC from a Florida limited liability company into a Florida corporation is entered into and adopted as of August 23, 2021.

RECITALS

A. Operation Dental Holdings, LLC (the "***Company***") is a limited liability company duly organized and existing under the laws of the State of Florida.

B. In order to recapitalize the Company and make it attractive for investors to contribute additional cash and assets for the Company, the manager of the Company has determined that it is in the best interest of the Company to convert the Company from a Florida limited liability company into a Florida corporation (the "***Conversion***").

C. This Plan is intended to describe the Conversion.

PLAN

NOW, THEREFORE, subject to the terms and conditions set forth herein, the Company adopts the following Plan:

ARTICLE ONE: CONVERSION

Section 1.1 Conversion. the Company shall effect the conversion of the Company from a Florida limited liability company to a Florida corporation by causing (a) a Certificate of Conversion (the "***Certificate of Conversion***") in such form as required by Florida Revised Limited Liability Company Act (the "***Florida LLC Act***") be properly executed, acknowledged and filed with the Florida Division of Corporations as provided by the Florida LLC Act, which shall be substantially similar to the form attached hereto as Exhibit A, and (b) a Articles of Incorporation for the Company in Florida (the "***Florida Articles of Incorporation***"), to be properly executed, acknowledged and filed with the Florida Division of Corporations as required by Title XXXVI of the Florida Business Corporation Act (the "***FBCA***"), substantially similar to the form attached hereto as Exhibit B. Operation Dental Holdings, Inc., a Florida corporation, shall be the resulting entity of the Conversion (and is hereinafter sometimes referred to as the "***Surviving Entity***").

Section 1.2 Effective Time of the Conversion. At the Conversion Effective Time, the Company shall cease to be a Florida limited liability company and shall become a Florida corporation, governed by the laws of the State of Florida, including Section 607.11930, *et seq.* of the FBCA. The "Conversion Effective Time" shall be that date on which the filing of a Certificate of

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Conversion with the Florida Division of Corporations of Corporations together with Articles of Incorporation with the Florida Division of Corporations.

ARTICLE TWO: RESULT OF CONVERSION

Section 2.1 Results of Conversion. Following the Conversion, the Surviving Entity shall continue in existence and be considered the same business and entity as the Company and thereupon and thereafter all the property, documents, records, rights, powers, and franchises of the Company shall vest in the Surviving Entity and the Surviving Entity shall be subject to and be deemed to have assumed all of the debts, liabilities, obligations and duties of the Company and shall have succeeded to all of each of the Company's relationships, fiduciary or otherwise, as fully and to the same extent as if such property, documents, records, rights, privileges, powers, franchises, debts, obligations, duties and relationships had been originally acquired, incurred or entered into by the Surviving Entity. After the Conversion Effective Time, all books of account and Company records of any kind are deemed hereby to be the exclusive property of the Surviving Entity and subject to all terms of the Surviving Entity's Articles of Incorporation and bylaws. In addition, any reference to the Company in any contract or document, whether executed or taking effect before or after the Conversion Effective Time, shall be considered a reference to the Surviving Entity if not inconsistent with the other provisions of the contract or document; and any pending action or other judicial proceeding to which the Company is a party shall not be deemed to have abated or to have been discontinued by reason of the Conversion, but may be prosecuted to final judgment, order or decree in the same manner, with the Surviving Entity substituted as a party to such action or proceeding, and any judgment, order or decree may be rendered for or against it that might have been rendered for or against the Company if the Conversion had not occurred.

Section 2.2 Articles of Incorporation and Bylaws.

(a) The Articles of Incorporation of the Surviving Entity shall be, at and as of the Conversion Effective Time, the Articles of Incorporation of Operation Dental Holdings, Inc. in substantially the form attached hereto as Exhibit B, together with such changes as may be approved by the Company.

(b) The bylaws of the Surviving Entity shall be, at and as of the Conversion Effective Time, in substantially the form attached hereto as Exhibit C, together with such changes as may be approved by the Company.

ARTICLE THREE: CONVERSION OF INTERESTS IN CONVERSION

Section 3.1 Conversion of Membership Interests. The Company has not issued any membership interests. Accordingly, the capitalization of the Surviving Entity shall be determined solely by the Florida Articles of Incorporation.

ARTICLE FOUR: APPROVAL OF CONVERSION

Section 4.1 Approval. The Conversion was approved on July 15, 2021 by the manager of the Company as provided by the Florida LLC Act and the FBCA.

ARTICLE FIVE: MISCELLANEOUS

Section 5.1 Amendment; Waiver. This Plan may be modified, extended, varied or otherwise amended and any conditions to a party's obligations hereunder may be waived only by a writing signed by the party to be bound by such amendment or waiver. No waiver, course of dealing, delay in acting or other purported waiver by any party of compliance with any provision of this Plan shall be construed as a continuing waiver, or as a waiver of any subsequent breach, of any such provision or of any rights or remedies with respect thereto.

Section 5.2 Severability. The provisions of this Plan shall be deemed severable, and if any part of any provision is held to be illegal, void, voidable, invalid, nonbinding or unenforceable for any reason, such provision may be reformed, consistent with the intent of the parties hereto, to the extent reasonably necessary to make the provision, as so reformed, legal, valid, binding and enforceable.

Section 5.3 Form of this Plan. Captions to the various provisions of this Plan are for the convenience of the reader only and shall not be construed as affecting the meaning or interpretation of any provision of this Plan. Terms used in the singular shall be read in the plural, and vice versa, and terms used in the masculine gender shall be read in the feminine or neuter gender, when the context so requires. This Plan may be executed in several counterparts, each of which shall be deemed an original, but together shall constitute one and the same instrument.

Section 5.4 Authority to Execute Documents. If, at any time after the Conversion Effective Time, the officers of the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments, assurances and any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Entity its right, title or interest in, to or under any of the rights, properties or assets of the Company acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Conversion or to otherwise carry out this Plan, the officers of the Surviving Entity shall, and are hereby authorized by the Company to, execute and deliver, in the name and on behalf of the Company, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the Company all such other actions and things as may be necessary or desirable to vest, perfect or confirm of record or otherwise any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Entity or to otherwise carry out this Plan.

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IN WITNESS WHEREOF, the manager of the Company has caused this Plan to be executed as of the date first stated above.

MANAGER:

Peter Kelly

Signature: DocuSigned by: _____

DocuSign Envelope ID: 71AFC218-6ED5-42BE-B911-CC2181010FG8

EXHIBIT A
CERTIFICATE OF CONVERSION

DocuSign Envelope ID: 71AFC218-6ED5-42BE-B911-CC2181010F68

EXHIBIT B
ARTICLES OF INCORPORATION
OF
OPERATION DENTAL HOLDINGS, INC.

DocuSign Envelope ID: 71AFC218-6ED5-42BE-B911-CC2181010F68

EXHIBIT C
BYLAWS
OF
OPERATION DENTAL HOLDINGS, INC.

DocuSign Envelope ID: 71AFC218-6ED5-42BE-B911-CC2181010F68

ARTICLES OF INCORPORATION
OF
OPERATION DENTAL HOLDINGS, INC.

In compliance with the requirements of the Florida Business Corporation Act (the "*FBCA*"), 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 Operation Dental Holdings, Inc. (the "*Corporation*").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is:

3221 S. Conway Road, Suite D
Orlando, FL 32812

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

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 3,000,000 divided into classes and series as follows:

(a) 2,000,000 shares of common stock with a par value of $0.001 per share; and

(b) 1,000,000 shares of preferred stock with a par value of $0.001 per share.

ARTICLE V: CUMULATIVE VOTING

All holders of common stock are entitled to cumulate their votes for directors pursuant to Section 607.0728(3) of the FBCA. Holders of preferred stock shall not have any voting rights by virtue of their holding preferred stock.

ARTICLE VII: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of three (3) members. 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.

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

NAME	TITLE
Peter Kelly	Chairman and CEO
Matthew Robinson	President and Chief Operating Officer
Nathan Chitty	Vice President and CFO
David Womble	V.P. and Assistant Secretary
Jonathan Bunte	Secretary and Controller

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3221 S. Conway Road, Suite D, Orlando, FL 32812. The name of the initial registered agent of the Corporation at that office is Matt Robinson.

ARTICLE IX: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Peter Kelly
3221 S. Conway Road, Suite D
Orlando, Fl. 32812

ARTICLE X: 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 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 X 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 XII: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Division of Corporations.

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.

DocuSigned by:
3F0979F5AEBD476...

8/24/2021

Required Signature/Registered Agent — Date

I 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.

DocuSigned by:
3F0979F5AEBD476...

8/24/2021

Required Signature/Incorporator — Date

DocuSign Envelope ID: B73E598F-5004-408D-B4EB-352E349DDA0F

COVER LETTER

TO: New Filing Section
Division of Corporations

Date stamp & return

SUBJECT: OPERATION DENTAL HOLDINGS
Name of Resulting Florida Profit Corporatior

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitt entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0:

Please return all correspondence concerning this matter to:

Jonathan Bunte
Contact Person

Operation Dental Holdings, Inc.
Firm/Company

3321 S. Conway Road, Suite D
Address

Orlando, FL 32812
City, State and Zip Code

jonathan@operationdental.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Adam Ott at (801) 536-6910
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