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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

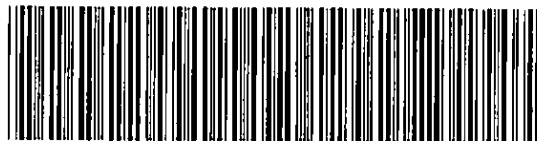
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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2022 APR 26 PM 3:13

STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

2022 APR 26 AM 11:25

STATE  
TALLAHASSEE, FL  
19

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

OILPHANT UNITED, LLC

Signature \_\_\_\_\_

Requested by: SETH

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

Articles of Conversion  
For  
Converting Eligible Entity  
Into  
Florida Profit Corporation

FILED

2022 APR 26 AM 11:25

TALLAHASSEE, FL

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:

Oliphant United, LLC L18000127420

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 May 22, 2018

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:

Oliphant United, 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.

Signed this 25th day of April, 2022.

**Required Signature for Florida Profit Corporation:**

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

DocuSigned by:  
Colin Conway  
60087FD180AF478...

Printed Name: Colin Conway Title: Incorporator

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

Signature: \_\_\_\_\_

Printed Name: Colin Conway, on behalf of Oliphant, Inc. Title: Member

DocuSigned by:  
Colin Conway  
60087FD180AF478...

Printed Name: Robert Morris Title: Member

DocuSigned by:  
Robert Morris  
89051194D3C044C

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) |

**FILED**

**ARTICLES OF INCORPORATION  
OF  
OLIPHANT UNITED, INC.**

2022 APR 26 AM 11:25

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 Oliphant United, Inc. (the "Corporation").

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 7112 Pine Needle Rd., Sarasota, FL 34242.

**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 one hundred thousand (100,000) divided into classes and series as follows:

(a) sixty-three thousand (63,000) shares of Class A Voting Common Stock with a par value of \$0.0001 per share; and

(b) thirty-seven thousand (37,000) shares of Class C Non-Voting Common Stock with a par value of \$0.0001 per share.

The share shares have been initially issued to the following shareholders in connection with that certain Certificate of Conversion of Oliphant United, LLC, a Florida limited liability company:

| <u>Shareholder</u> | <u>Address</u>  | <u>Class A Voting<br/>Common Stock</u> | <u>Class C Non-<br/>Voting Common<br/>Stock</u> |
|--------------------|---|--|---|
| Oliphant, Inc.     | 7112 Pine Needle Rd., Sarasota, FL 34242                    | 44,100                                 | 10,016  |
| Robert Morris      | 1800 2 <sup>nd</sup> St., Ste. 603, Sarasota, FL 34236      | 18,900                                 | 0   |
| S4 Family Trust    | Attn: Nick Swinea<br>141 Yorks Xing, Driftwood, TX 78619    | 0                                      | 5,060   |
| Charles Morris     | 933 Wilder Path, The Villages, FL 32163                     | 0                                      | 5,060   |
| Seaside T Trust    | Attn: Jeremy Tucker<br>114 Woodland Cove, Coppell, TX 75109 | 0                                      | 4,216   |
| Melody Cuff        | 312 SW 102 <sup>nd</sup> , Oklahoma City, OK 73139          | 0                                      | 4,216   |
| MM Equities Trust  | Attn: Michael Melrose<br>11208 SW Oaks, Austin, TX 78737    | 0                                      | 3,374   |
| Tatiana Quinones   | 102 Peony Ct., Bradenton, FL 34212                          | 0                                      | 1,686   |
| Sharon Young-King  | 8456 Garden Cir., Sarasota, FL 34243                        | 0                                      | 1,686   |
| Jeremy Croteau     | 1613 Napoli Dr. W, Sarasota, FL 34232                       | 0                                      | 1,686   |
| <b>TOTAL</b>       |   | <b>63,000</b>                          | <b>37,000</b>                                   |

## ARTICLE V: 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. The names and addresses of the individuals who will serve on the initial board of directors are:

| <u>Name</u>   | <u>Address</u>  | <u>Office</u>         |
|---------------|---|-----------------------|
| Michael Pope  | 945 Sentry Ridge Crossing,<br>Suwanee, GA 30024           | Chairman of the Board |
| Colin Conway  | 7112 Pine Needle Rd.,<br>Sarasota, FL 34242               | Director              |
| Robert Morris | 1800 2 <sup>nd</sup> St., Ste. 603,<br>Sarasota, FL 34236 | Director              |

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

| <u>Name</u>   | <u>Address</u>  | <u>Office</u>                          |
|---------------|---|--|
| Colin Conway  | 7112 Pine Needle Rd.,<br>Sarasota, FL 34242.              | Chief Executive Officer                |
| Robert Morris | 1800 2 <sup>nd</sup> St., Ste. 603,<br>Sarasota, FL 34236 | President                              |
| David Scanlan | 1800 2 <sup>nd</sup> St., Ste. 603,<br>Sarasota, FL 34236 | Treasurer and Secretary                |
| Tom Pawelek   | 7112 Pine Needle Rd.,<br>Sarasota, FL 34242               | Vice President of Business Development |

## ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, FL 33324. The name of the initial registered agent of the Corporation at that office is VCORP SERVICES, LLC.

## ARTICLE VII: INCORPORATOR[S]

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

Colin Conway, 7112 Pine Needle Rd., Sarasota, FL 34242.

## ARTICLE VIII: 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

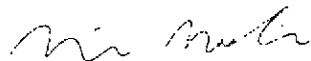
amendment, repeal, or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

#### **ARTICLE IX: 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 Department of State, Division of Corporations.

*[Signature Page Follows]*

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.



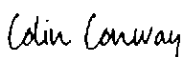
\_\_\_\_\_  
Required Signature/Registered Agent

4/25/2022

\_\_\_\_\_  
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:



60067FB180AF478 ..

\_\_\_\_\_  
Required Signature/Incorporator

04/25/22

\_\_\_\_\_  
Date

FILED

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STATE OF FLORIDA  
TALLAHASSEE, FL

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