

P22000083630

(Requestor's Name)

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(Business Entity Name)

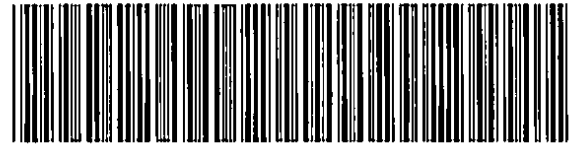
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S. CHATHAM  
NOV - 4 2022

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
22 NOV - 4 PM 7:00

2022 NOV - 4 AM 11:56



115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
P: 866.625.0838  
F: 866.625.0839  
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 11/04/2022

Name: Merritt Walker

Reference #: 1828695

Entity Name: HIRO & ASSOCIATES INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$113.75

Signature: mw

**ARTICLES OF CONVERSION  
FOR  
CONVERTING ELIGIBLE ENTITY  
INTO  
FLORIDA PROFIT CORPORATION**

FILED  
2022 NOV 4 PM 7:00  
CLERK OF DISTRICT COURT  
HAWAII

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: HIRO & ASSOCIATES INC.
2. The converting entity is a corporation first organized, formed or incorporated under the laws of the State of Hawaii on July 20, 2017.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: HIRO & ASSOCIATES INC.
4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its organic jurisdiction.
5. The conversion shall be effective on November 3, 2022.

IN WITNESS WHEREOF, this Articles of Conversion is signed effective as of the 1st day of November, 2022.

HIRO & ASSOCIATES INC., a Hawaii  
corporation

By: /s/ Tadahiro Ogawa

Name: Tadahiro Ogawa

Title: President

HIRO & ASSOCIATES INC., a Florida  
corporation

By: /s/ Tadahiro Ogawa

Name: Tadahiro Ogawa

Title: President

**ARTICLES OF INCORPORATION  
OF  
HIRO & ASSOCIATES INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation under the laws of the State of Florida, pursuant to Section 607.0201 of the Florida Business Corporation Act (the "Act"), as follows:

**ARTICLE 1  
NAME**

The name of this corporation is Hiro & Associates Inc. (the "Corporation").

**ARTICLE 2  
PURPOSE**

The Corporation has been formed for the object and purpose of engaging in any and all lawful acts or activities for which a corporation may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE 3  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office address and mailing address of the Corporation is 777 South Flagler Drive, Suite 500 East, West Palm Beach, 33401.

**ARTICLE 4  
SHARES OF CAPITAL STOCK**

The Corporation is authorized to issue up to One Million (1,000,000) shares of capital stock, par value \$1.00 per share, which will be designated as Common Stock.

**ARTICLE 5  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Corporation at that address is GY Corporate Services, Inc.

**ARTICLE 6  
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation are:

Matthew M. Comiter, Esq.  
Gunster, Yoakley & Stewart, P.A.  
777 South Flagler Drive, Suite 500 East.  
West Palm Beach, Florida 33401

FILED  
NOV-4 PM 7:00  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

## ARTICLE 7 INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

## ARTICLE 8 AMENDMENTS

Except as otherwise specifically provided in these Articles of Incorporation, the Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and to add or insert other provisions authorized at such time by the laws of the State of Florida, in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whomsoever by and pursuant to this Articles of Incorporation in its present form or as hereinafter amended are granted subject to the rights reserved in this Article 6.

FILED  
CLERK OF DISTRICT COURT  
JAN 7 2011  
7:00

**IN WITNESS WHEREOF**, these Articles of Incorporation have been executed by the Incorporator on this 1st day of November, 2022.

/s/ Matthew M. Comiter

\_\_\_\_\_  
Matthew M. Comiter, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Articles of Incorporation, GY Corporate Services, Inc, hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

GY CORPORATE SERVICES, INC

/s/ Melanie B. Stocks

By: \_\_\_\_\_  
Melanie B. Stocks, Asst. Secretary

Dated: November 1, 2022

RECEIVED  
DIVISION OF  
22 NOV -4 PM 7:00