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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

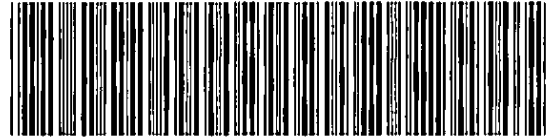
(Business Entity Name)

(Document Number)

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

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S. CHATHAM  
DEC 28 2022

12/27/22--01007--028 \*\*105.00

RECEIVED  
2022 DEC 27 PM 3:40  
FALL RIVER, MA

## Advanced Incorporating Service

1317 California Street  
P.O. Box 20396  
Tallahassee, FL 32316

Phone: 850-222-CORP  
Fax: 850-575-2724  
Email: [wlopez@aisincfl.com](mailto:wlopez@aisincfl.com)  
Website: [www.aisincfl.com](http://www.aisincfl.com)

NAME OF ENTITY <i>Quality Health, Inc.</i>	FOR OFFICE USE ONLY

### PICK ONE:

\_\_\_ CERTIFIED COPY    ☒ PHOTOCOPY    \_\_\_ C.U.S.

### FILING:

\_\_\_ CORPORATION    \_\_\_ LLC    \_\_\_ LIMITED PARTNERSHIP    \_\_\_ GENERAL PARTNERSHIP  
\_\_\_ FICTITIOUS NAME    \_\_\_ SERVICEMARK/TRADEMARK    \_\_\_ AMENDMENT  
\_\_\_ FOREIGN QUALIFICATION    \_\_\_ JUDGMENT LIEN  
☒ OTHER *Conversion*

### RETRIEVAL:

\_\_\_ GOOD STANDING CERT/C.U.S.    \_\_\_ CERTIFIED COPY    \_\_\_ PHOTOCOPY  
Of \_\_\_\_\_

### APOSTILLE/NOTARY CERTIFICATION REQUEST:

Country \_\_\_\_\_

Amount of Documents \_\_\_\_\_

DATE *12/27/22* TIME \_\_\_\_\_

Notes: \_\_\_\_\_  
\_\_\_\_\_

**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:

Q Consulting Services 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 January 19, 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**:

Qualify Health, 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: December 31, 2022 at 11:59 pm EST  
(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.

FILED  
2022 JAN 19 PM 11:59  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

Signed this 23rd day of December, 2022.

**Required Signature for Florida Profit Corporation:**

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

Monique Lappas

Printed Name: Monique Lappas Title: President

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

Signature: Monique Lappas

Printed Name: Monique Lappas Title: Member

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)

2022 DEC 23 11:00 AM  
CLERK OF COURT  
CLERK OF COURT

**ARTICLES OF INCORPORATION**  
of  
**QUALIFY HEALTH, INC.**  
(a Florida corporation)

**ARTICLE I**  
**NAME:**

The name of the corporation is Qualify Health, Inc. (the "**Corporation**").

**ARTICLE II**  
**ADDRESS:**

The street and mailing address of the initial principal office of the Corporation is 7077 Edison Place, Palm Beach Gardens, FL 33418.

**ARTICLE III**  
**PURPOSE:**

The authorized business of the Corporation is hereby limited to only that which may be lawfully transacted by a domestic corporation under the Florida Business Corporation Act (the "**Act**") as the same may be hereafter amended, and pursuant to these Articles of Incorporation (these "**Articles**"), the Corporation may engage in and conduct any business lawfully allowed by the Act.

**ARTICLE IV**  
**REGISTERED AGENT:**

The name of the Corporation's initial registered agent in the state of Florida is Monique Lappas, who is an individual and non-commercial registered with a mailing address of 7077 Edison Place, Palm Beach Gardens, FL 33418.

**ARTICLE V**  
**SHARES:**

The Corporation is authorized to issue two classes of shares to be designated, respectively, "**Common Stock**" and "**Class A Preferred Stock**". The number of shares of Common Stock (each, a "**Common Share**") authorized is 300,000 shares. The number of shares of Class A Preferred Stock (each, a "**Preferred Share**") authorized is 150,000 shares. Neither class of shares shall have any par value. The preferences, limitations, and relative rights of each class of shares are as follows:

**A. COMMON STOCK**

The following rights, powers privileges and restrictions, qualifications, and limitations apply to the Common Stock:

1. Voting Rights. Subject to the protective voting rights granted to holders of the Class A Preferred Stock set forth Article V(B)(1)(b) below, each outstanding share of Common Stock shall be

entitled to one (1) vote on each matter to be voted on by the shareholders of the Corporation. The Corporation and the board of directors may not take any of the following actions without the affirmative vote or prior written consent resolutions of stockholders holding at least 66% of all outstanding and issued Common Shares:

- a. alter the rights, powers or privileges of the Common Stock set forth in these Articles, as then in effect, in a way that adversely affects the Common Stock;
- b. increase or decrease the authorized number of Common Shares;
- c. issue any new Common Shares (other than upon the exercise of any option or other agreement previously entered into by the Corporation or pursuant to an incentive plan of the Corporation);
- d. amend these Articles or the Bylaws of the Corporation;
- e. increase or decrease the number of seats on the board of directors, or appoint, remove, or replace any director, provided that (1) the board of directors may appoint an interim director in the event a director resigns or is removed, until such date that the shareholders ratify the interim director or appoint a replacement, and (2) the voting requirements require a lower number of votes as set forth in Article VI
- f. redeem or repurchase any shares of Common Stock (other than pursuant to employee or consultant agreements giving the Corporation the right to repurchase shares upon the termination of services pursuant to the terms of the applicable agreement); or
- g. effect any Liquidation Event (as defined below).

In addition, upon such time that all Preferred Shares have been converted into Common Shares, then the stockholders holding Common Shares shall have all voting rights previously reserved to the holders of Preferred Shares and set forth under Article V(B)(1)(b), and taking any such action shall require solely the vote of all stockholders holding at least 66% of the issued and outstanding Common Shares.

2. Liquidation Rights. Subject to the superior rights of liquidation that are conferred upon the shares of Class A Preferred Stock, and after payment or provision for payment of the debts and other liabilities of the Corporation, upon any Liquidation Event (as defined below), the holders of Common Stock then outstanding shall be entitled to receive all of the assets and funds of the Corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of the Common Stock, on a pro-rata basis, according to the number of shares of Common Stock held by each of them.

3. Dividends. Dividends may be paid on the outstanding shares of Common Stock as and when declared by the board of directors, out of funds legally available therefore, provided, however, that no dividends shall be made with respect to the Common Stock until the Preferred Dividends required to be paid or accumulated for shares of Class A Preferred Stock pursuant to Article V(B)(2) have been paid.

4. Common Stock Uncertificated. All shares of Common Stock of the Corporation shall be uncertificated and shall be issued without certificates. Upon the issuance, transfer, or conversion of shares

of Common Stock, the Corporation shall within a reasonable time deliver to the shareholder a written statement of information in compliance with Section 607.0626(2) of the Act.

**B. CLASS A PREFERRED STOCK.**

**1. Voting Rights.**

- a. Generally. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding Preferred Shares may cast the number of votes equal to the number of Common Shares into which the Preferred Shares held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided pursuant to Article V(B)(1)(b) below, holders of Preferred Shares shall vote together with the holders of Common Shares as a single class on an as-converted basis, shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholder meeting in accordance with the Bylaws of the Corporation.
- b. Class A Preferred Stock Protective Voting Provisions. In addition to the voting rights of Preferred Shares set forth above in Article V(B)(1)(a), the Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without the separate written consent or affirmative vote of holders of 66% of all outstanding and issued Preferred Shares, voting separately as a single class:
  - i. alter the rights, powers or privileges of the Class A Preferred Stock set forth in these Articles, as then in effect, in a way that adversely affects the Class A Preferred Stock;
  - ii. increase or decrease the authorized number of shares of any class or series of stock;
  - iii. issue any new Common Shares or Preferred Shares (other than upon the exercise of any option or other agreement previously entered into by the Corporation or pursuant to an incentive plan of the Corporation);
  - iv. authorize or create (by reclassification or otherwise) any new class or series of capital stock;
  - v. amend these Articles or the Bylaws of the Corporation;
  - vi. increase or decrease the number of seats on the board of directors, or appoint, replace, or remove any director, provided that the board of directors may appoint an interim director in the event a director resigns or is removed, until such date that the shareholders ratify the interim director or appoint a replacement;

- vii. redeem or repurchase any shares of Common Stock or Class A Preferred Stock (other than pursuant to employee or consultant agreements giving the Corporation the right to repurchase shares upon the termination of services pursuant to the terms of the applicable agreement); or
  - viii. effect any Liquidation Event (as defined below).
2. Preferred Dividends. Dividends may be paid on the outstanding shares of Preferred Stock as and when declared by the board of directors, out of funds legally available therefore, provided, however, that the holders of the Preferred Stock shall be entitled to priority and preference in receiving all dividends of the Corporation until such time that the Corporation has paid or accumulated dividends on such holder's shares of Class A Preferred Stock that are equal to the amount of the Preferred Value (as defined in Article V.B.6 below) of such shares of Preferred Stock (the "**Preferred Dividends**"). All Preferred Dividends shall be prior and in preference to any dividend on any Common Shares, and shall be fully declared and paid before any dividends are declared and paid on any Common Shares.
  3. Participating Dividends. Upon such time that the full amount of the Preferred Value has been paid in on a Preferred Share by payment of Preferred Dividend(s) and/or Liquidation Preference (as defined below), such Preferred Share shall immediately and automatically convert into Common Stock pursuant to Article V(B)(8) below, and immediately upon such conversion, the holder of such converted Common Share shall be entitled to participate pro-rata with the other holders of Common Stock in any dividend declared and paid by the Corporation, on a pro rata basis.
  4. Liquidation Rights. In the event of any Liquidation Event (as defined below), before any payment shall be made to the holders of Common Stock, the holders of Preferred Shares then outstanding must be paid out of the funds and assets available for distribution to its stockholders, an amount per share equal to the greater of (a) the Preferred Value for such Preferred Share, reduced by the amount of any Preferred Dividends previously paid thereon (the "**Liquidation Preference**"), or (b) such amount per share as would have been payable had all shares of Preferred Stock been converted into Common Stock immediately prior to such Liquidation Event. If upon any such Liquidation Event of the Corporation, the funds and assets available for distribution to the stockholders of the Corporation are insufficient to pay the holders of Preferred Shares the full amount of the Liquidation Preference to which they are entitled under this Article V(B)(4), then the holders of Preferred Shares will share ratably in any distribution of all funds and assets available pro rata in proportion to the respective amounts of Preferred Shares held.
  5. Participation With Common Shares on Liquidation. In addition to and after payment in full of the Liquidation Preference required to be paid to the holders of Preferred Shares, the holders of Preferred Shares shall be entitled to participate with the holders of Common Shares then outstanding, pro rata as a single class based on the total number of outstanding shares of stock of the Corporation and on an as-converted-to-Common basis, held by each stockholder as of immediately prior to the Liquidation Event, in the distribution of all the remaining assets and funds of the Corporation available for distribution to its stockholders after payment of the full Liquidation Preference.



6. Applicable Definitions.

- a. **"Liquidation Event"** means (a) any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation; or (b) any Change of Control, as defined below.
  - b. **"Preferred Value"** means, with respect to any Preferred Share, the aggregate value of cash or other consideration originally contributed to the Corporation by the holder of such Preferred Share in exchange for such Preferred Share (including by contribution of cash, cancellation of indebtedness, conversion of any security convertible into such Preferred Share, or contribution of other property), which shall be, initially upon the Effective Date of these Articles, \$27.00 per each Preferred Share (as the same may be adjusted in the future for any stock splits, stock dividends, recapitalizations, or similar transaction) with respect to the Class A Preferred Stock.
  - c. **"Change of Control"** shall mean (i) any consolidation, reorganization, or merger of the Corporation with or into any other entity or any other reorganization, other than any such consolidation, merger or reorganization in which the shareholders of the Corporation immediately prior to such consolidation, merger or reorganization, continue to hold at least fifty-one percent (51%) of the voting power of the surviving entity (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such consolidation, merger or reorganization, excluding any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Corporation or any successor or indebtedness of the Corporation is cancelled; (ii) any transaction or series of related transactions to which the Corporation is a party in which in excess of forty percent (50%) of the Corporation's voting power is transferred, excluding any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Corporation or any successor or indebtedness of the Corporation is cancelled; or (iii) a sale, lease, exclusive license, or other disposition of all or substantially all of the assets of the Corporation, except where such sale, lease, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.
7. Amount Payable in Liquidation. The distributable funds and assets payable to the stockholders of the Corporation upon any Liquidation Event will be the value of all cash and property, rights, or securities received as proceeds in such transaction(s) after payment or reserve for all debts and liabilities of the Corporation, and to the extent that such proceeds consist of property rather than cash, the value of such property, rights, or securities shall be determined in good faith by the board of directors.
8. Conversion. Each share of Class A Preferred Stock is convertible, at the option of the holder thereof, at any time, and without the payment of additional consideration by the holder thereof, into one share of Common Stock for each share of Class A Preferred Stock, which optional conversion rights can be invoked by the holder of such Preferred Share(s) by delivering written notice to the board of directors, provided that by electing such voluntary and optional conversion, the holder shall be relinquishing its rights to receive priority payment of dividends

in the amount of the Preferred Value, and its right to the Liquidation Preference associated with each share of Preferred Stock that such holder elects to convert to a Common Stock. In addition, upon such date and time that the entire amount of the Preferred Value on any Preferred Share has been paid in full to the holder such Preferred Share, such Preferred Share shall automatically and immediately be converted into one share of Common Stock. Any converted Preferred Share shall be retired and cancelled by the Corporation. Upon the conversion of any Preferred Share, whether by voluntary election or automatically upon the repayment of the Preferred Value, the Corporation shall within a reasonable time after such conversion deliver a written statement of information setting forth the number of Preferred Shares converted, the number of Common Shares issued in such conversion, and the number of remaining Preferred Shares (if any) held by such shareholder, along with all other information required by Section 607.0626(2) of the Act.

- a. Adjustments to Conversion Ratio. If the Corporation at any time effects a subdivision, stock split, or other adjustment to the outstanding Common Stock at any time when Class Preferred Stock remains outstanding, then the rights of holders of such Class A Preferred Stock to convert into Common Stock shall be proportionally adjusted to reflect a conversion ratio that reflects such split, division, or other adjustment to the Common Stock. By way of illustration only, if the Corporation splits the Common Stock so that one Common Share is split into two, then after such split, each holder of Preferred Shares shall be entitled to exercise their conversion rights by converting one Preferred Share into two Common Shares.
  - b. For the purpose of effecting the conversion of the Class A Preferred Stock, the Corporation shall at all times while any Preferred Share is outstanding, reserve and keep available out of its authorized but unissued capital stock, that number of its authorized shares of Common Stock as may from time to time be sufficient to effect the conversion of all outstanding Preferred Shares; and if at any time the number of authorized but unissued shares of Common Stock is not be sufficient to effect the conversion of all then-outstanding Preferred Shares, the Corporation shall use its best efforts to cause such corporate action to be taken as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes.
9. Preferred Stock Uncertificated. All shares of Class A Preferred Stock of the Corporation shall be uncertificated and shall be issued without certificates. Upon the issuance, transfer, or conversion of shares of Class A Preferred Stock, the Corporation shall within a reasonable time deliver to the shareholder a written statement of information in compliance with Section 607.0626(2) of the Act.

## ARTICLE VI INITIAL DIRECTORS AND OFFICERS:

A. **NUMBER OF DIRECTORS.** Except for those matters reserved for the vote of the stockholders as required by these Articles or the Act, the business of the Corporation shall be managed by a board of directors. The initial number of directors shall be three, and the stockholders may increase or decrease the number of seats on the board by the affirmative vote or written approval of stockholders holding at least a majority of the issued and outstanding Shares on an as-converted to Common Stock basis.

**B. APPOINTMENT AND REMOVAL.** Each director on the board may be appointed, replaced, or removed by the vote or written approval of stockholders holding at least 66% of the issued and outstanding Shares on an as-converted to Common Stock basis, provided however that if there is a vacancy on the board, the remaining directors may appoint an interim director to fill such vacancy, until such time the the stockholders ratify the interim director or appoint a replacement.

**C. OFFICERS; BYLAWS.** The board of directors may designate such officer titles and appoint officers as set forth in the Bylaws of the Corporation, provided that there shall be a minimum of a President and a Secretary appointed at all times. The board of directors and officers shall manage and oversee the Corporation pursuant to the requirements of the Bylaws of the Corporation.

**D. INITIAL DIRECTORS AND OFFICERS APPOINTED.** The names and mailing addresses of the initial directors and officers of the Corporation are as follows, who have been appointed by unanimous consent of the stockholders:

<u>Name</u>	<u>Title</u>	<u>Mailing Address</u>
Monique Lappas	Director, President/CEO	7077 Edison Place Palm Beach Gardens, FL 33418
Max L. Johnson, Jr.	Director, Secretary	2 West Hillcrest Rd. Greenville SC 29609
Dmytro Mantsov	Director, CFO	4 Sion Rd. Bath BA15SG, United Kingdom

#### **ARTICLE VII DIRECTOR AND OFFICER LIABILITY, INDEMNIFICATION**

To the fullest extent permitted by the Act as the same may hereafter be amended, and as specified in the Bylaws of the Corporation, an officer or director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty when acting in his or her capacity as a director or officer. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the Act.

#### **ARTICLE VIII AMENDMENT:**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Act, and all rights conferred upon the stockholders, provided that any such amendment shall require such requisite vote of the stockholders as set forth in Article V.

22 DEC 27 2011

**ARTICLE IX  
INCORPORATORS:**

The name and street address of the Incorporator of the Corporation is:

Incorporator's Name

Incorporator's Mailing Address

Monique Lappas

7077 Edison Place, Palm Beach Gardens, FL 33418

**ARTICLE X  
EFFECTIVE DATE AND TIME**

The effective date and time of these Articles of Incorporation shall be on December 31, 2022, at 11:59 p.m. Eastern Standard Time.

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.

Monique Lappas

Monique Lappas, Incorporator

Date: December 23, 2022

Certificate of Registered Agent: 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.

Monique Lappas

Monique Lappas, Registered Agent

Date: December 23, 2022

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