

P23000037128

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

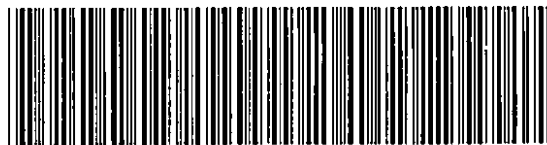
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

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2023 DEC 21 AM 10:34

TALLAHASSEE, FLORIDA

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2023 DEC 21 AM 11:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORP
(850) 656- 4724
3558 lakesore Drive
Tallahassee, FL 32312

Date: 12/21/2023

Acc#120160000072

en: c JH

Name:	SpaceBilt Inc.
Document #:	
Order #:	15284933 - 1

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
Certified Copy of	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

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Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!

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

FILED
2023 DEC 21 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
SPACEBILT INC.

Enter Name of Florida Profit Corporation

2. The name of the resulting business entity is:
SpaceBilt 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.)
Delaware
organized, formed or incorporated under the laws of _____
(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 19th day of December 2023.

Signature: 

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

Printed Name: Steven Kwast Title: Chief Executive Officer

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

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SPACEBILT
INC." FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER,
A.D. 2023, AT 8:22 O'CLOCK A.M.



2794273 8100F
SR# 20234280557

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204863919
Date: 12-20-23

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA CORPORATION
UNDER THE NAME OF "SPACEBILT INC." TO A DELAWARE CORPORATION,
FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2023,
AT 8:22 O'CLOCK A.M.


Jeffrey W. Bullock, Secretary of State

2794273 8100F
SR# 20234280557

Authentication: 204863919
Date: 12-20-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE

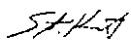
CERTIFICATE OF CONVERSION

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

The undersigned hereby executes this Certificate of Conversion of SpaceBilt Inc. (the "Company") for the purpose of converting the Company from a non-Delaware corporation to a Delaware corporation pursuant to Section 265 of the Delaware General Corporation Law (the "DGCL").

1. The jurisdiction where the non-Delaware corporation first formed is Florida.
2. The jurisdiction immediately prior to filing this Certificate is Florida.
3. The date the non-Delaware corporation first formed is May 10, 2023.
4. The name of the non-Delaware corporation immediately prior to filing this Certificate is SPACEBILT INC.
5. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b)(2) of the DGCL is SpaceBilt Inc.
6. The conversion of the Company as a Delaware corporation shall be effective on the filing of this Certificate and the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting non-Delaware corporation has executed this Certificate on the 19th day of December, A.D. 2023.

DocuSigned by:

By: 04070167B82B46C
Steven Kwast
Chief Executive Officer

CERTIFICATE OF INCORPORATION

OF

SPACEBILT INC.

ARTICLE I

The name of the corporation is SpaceBilt Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the state of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 90,000 shares of capital stock, all of which shall be designated "Common Stock" and have a par value of \$0.001 per share.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

ARTICLE VI

To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising

State of Delaware

Secretary of State

Division of Corporations

Delivered 08:22 AM 12/20/2023

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or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII


Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the DGCL or the Corporation's Certificate of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

ARTICLE VIII

The name and mailing address of the incorporator are as follows:

Abbas Mahvash
950 E. State Hwy 114
Suite 160
Southlake, TX 76092

Executed on December 19, 2023.

DocuSigned by:


Abbas Mahvash, Incorporator