

P23000033806

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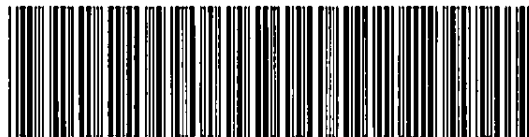
Certificates of Status _____

Special Instructions to Filing Officer:

4/20/23

original submission

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700382404647

S. CHATHAM
APR 28 2023

2023 APR 23 PM 1:51

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 27, 2023

CT CORP

SUBJECT: SUBBASE TECHNOLOGIES INC
Ref. Number: W23000061179

CORRECTED
Please Allow For
Same File Date

We have received your document for SUBBASE TECHNOLOGIES INC. However, the document has not been filed and is being returned for the following:

The Articles of Conversion must state when the converting entity was first formed and organized which according to our records would be November, 12, 2020.,

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 923A00009429

RECEIVED
2023 APR 28 AM 10:06
TALLAHASSEE, FL 32314

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 04/20/2023

Acc#I20160000072

W: L D W

Name:	SUBBASE TECHNOLOGIES LLC
Document #:	
Order #:	14897151

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"/>	Email Address for Annual Report Notifications: <div></div>
	Plain: <input type="checkbox"/>	
	COGS: <input type="checkbox"/>	

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

Amount: \$ 113.75

Thank you!

**ARTICLES OF CONVERSION
FOR
SUBBASE TECHNOLOGIES LLC,
a FLORIDA LIMITED LIABILITY COMPANY
INTO
SUBBASE TECHNOLOGIES INC., a FLORIDA CORPORATION**

FILED
2023 APR 20 PM 1:51
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

The Articles of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is: SUBBASE TECHNOLOGIES LLC (the Converting Entity).
2. The name of the converted entity (the Converted Entity) is: SUBBASE TECHNOLOGIES INC.
3. The Converted Entity is a corporation, first incorporated under the laws of Delaware on November 12, 2020 and subsequently organized as a limited liability company under the laws of Florida on December 22, 2021, effective December 31, 2021.
4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.
5. This conversion shall be effective in Florida on: April 20, 2023.
6. The Converted Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 18th day of April, 2023

/s/ ERIC HELITZER

Name: ERIC HELITZER

Title: Manager

**ARTICLES OF CONVERSION
FOR
SUBBASE TECHNOLOGIES LLC,
a FLORIDA LIMITED LIABILITY COMPANY
INTO
SUBBASE TECHNOLOGIES INC., a FLORIDA CORPORATION**

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Signed this 18th day of April, 2023

/s/ ERIC HELITZER

Name: ERIC HELITZER

Title: Manager

ARTICLES OF INCORPORATION
OF
SUBBASE TECHNOLOGIES INC.

FILED
2023 APR 20 PM 1:51
SECRET

ARTICLE I

The name of this corporation is SUBBASE TECHNOLOGIES INC. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 6598 N.W. 32nd Way, Boca Raton, FL 33496.

ARTICLE IV

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 1200 S. Pine Island Road, Plantation, FL 33324, and the name of its initial registered agent at such office is CT Corporation System.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until a successor has been duly elected and qualified.

ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

The name of the Incorporator is Lourdes C. Cambo, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, Suite 4400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of April, 2023.

/s/ Lourdes C. Cambo
Lourdes C. Cambo
Incorporator

FILED
2023 APR 20 PM 1:51
SEC. OF STATE
TALLAHASSEE, FL

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **SUBBASE TECHNOLOGIES INC.**, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CT Corporation System

By: /s/Madonna Cuddihy

Name: Madonna Cuddihy

Title: Special Assistant Secretary

Dated as of April 18th 2023.

FILED
2023 APR 20 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA