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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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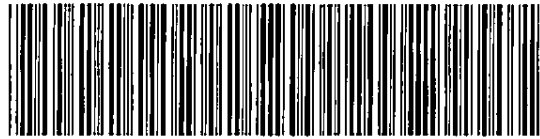
(Business Entity Name)

(Document Number)

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JAN 7 2024

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** ArmorSiren, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Bruce Dubinsky

Contact Person

ArmorSiren, Inc.

Firm/Company

130 Via Florenza

Address

Palm Beach Gardens. FL 33418

City, State and Zip Code

bruce.dubinsky@armorsiren.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bruce Dubinsky

Name of Contact Person

at ( 240 ) 413-3145

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees    ☐ \$113.75 Filing Fees    ☐ \$113.75 Filing Fees    ☒ \$122.50 Filing Fees,  
and Certificate of                      and Certified Copy                      Certified Copy, and  
Status    Certificate of Status

**Mailing Address:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**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:

ArmorSiren, 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 July 15, 2022

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**:

ArmorSiren, 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: January 1, 2024

(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.

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Signed this 28 day of December, 2023.

**Required Signature for Florida Profit Corporation:**

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

Bruce Dubinsky  
Printed Name: Bruce Dubinsky Title: Director

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

Bruce Dubinsky  
Signature: \_\_\_\_\_  
Printed Name: Bruce Dubinsky Title: Managing 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)

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SOUTHERN  
FLORIDA  
RECORDING

**Plan of Conversion  
ArmorSiren LLC**

This Plan of Conversion (the "Plan") is established to effectuate the statutory conversion of ArmorSiren LLC, a limited liability company duly organized under the laws of the State of Florida ("LLC"), into ArmorSiren, Inc., a new C Corporation to be organized under the laws of the State of Florida ("C Corporation").

**WHEREAS,**

ArmorSiren LLC was duly formed in the State of Florida effective on July 15, 2022, as a single member LLC.

ArmorSiren LLC as of December 27, 2023, is in good standing with the state of Florida.

ArmorSiren LLC hereby states that it wishes to reorganize its business structure to a C corporation as a result of the changing business model and objectives in further developing its business and raising capital and accommodating future growth.

The Plan is being effectuated pursuant to Section 607.11933 & 607.0202, Plan of Conversion under the Florida Revised Limited Liability Company Act (Chapter 605, Title XXXVI) that authorizes the statutory conversion from an LLC to a C Corporation.

**1. Terms of Conversion**

- a. As of the effective date set forth herein, all of LLC's assets (both tangible and intangible), liabilities, rights, and obligations will be transferred to the new C Corporation.
- b. As of the effective date set forth herein below, upon effectuated conversion, the LLC shall cease to exist.
- c. Upon the execution of this Plan, the LLC and the C Corporation shall promptly notify the Florida Department of State, Division of Corporations of the conversion in a manner that is prescribed for in Section 607.11933 & 607.0202 or otherwise specified in any applicable Florida statute.
- d. As of the effective date set forth herein all Members' Interests in the existing LLC shall be surrendered and exchanged for equity interests in the C Corporation, including issuance of common shares or other suitable equity interests.

## 2. Governing Documents of C Corporation

- a. The name of the newly created C Corporation shall be named ArmorSiren, Inc. The purpose for which the new C Corporation is organized is to engage in any lawful business or activity for which corporations may be incorporated under the laws of the State of Florida.
- b. The new C Corporation shall adopt a set of By-Laws to govern the operation of the business as soon as possible following the effective date hereunder.
- c. The new C Corporation shall initially issue only common stock. The total number of common shares which the new corporation is authorized to issue is 10,000 with a par value of \$1 per share.
- d. The number of initial Directors of the new C Corporation shall be One (1).
- e. The initial Director of the new C Corporation shall be Bruce Dubinsky.
- f. The name and address of the incorporator is:

Bruce Dubinsky  
130 Via Florenza  
Palm Beach Gardens, FL 33418

- g. The name and address of the Registered Agent of the new C Corporation is:

Bruce Dubinsky  
130 Via Florenza  
Palm Beach Gardens, FL 33418

## 3. Approval and Adoption


- a. This Plan was approved by the requisite vote of the LLC members in accordance with the LLC operating agreement and Florida laws at a meeting on December 27, 2023.
- b. Upon effective conversion, the new C Corporation will adopt the Plan as the governing document for the new entity.

## 4. Filings and Compliance


- a. The undersigned hereby agree to prepare and cause to be filed the required filings with the Florida Department of State and any other necessary regulatory bodies, along with associated fees.
- b. Additionally, the undersigned agree to all necessary steps to open new bank accounts, inform, and update all vendors, employees, subcontractors, etc. of the change from the LLC to the new C Corporation in due time.

5. Miscellaneous Provisions

- a. The Plan is governed by and interpreted in accordance with the laws of the State of Florida.
  - b. If any provision of this Plan is held to be invalid or unenforceable by a court of competent jurisdiction, such invalidity or unenforceability shall not affect the validity or enforceability of the remaining provisions of this Plan, which shall remain in full force and effect. Further, the parties agree that any such invalid or unenforceable provision shall be deemed to be modified, amended, or limited only to the extent necessary to render it valid and enforceable. If such modification, amendment, or limitation is not possible, the parties agree that the invalid or unenforceable provision shall be severed from this Plan, and the remainder of the Plan shall continue in full force and effect.
6. The effective date of this Plan of Conversion shall be January 1, 2024, subject to completion of all required actions and filings as set forth herein.

  
\_\_\_\_\_  
Bruce Dubinsky  
Managing and Sole Member  
ArmorSiren LLC

12/28/23  
Date

  
\_\_\_\_\_  
Bruce Dubinsky  
Sole Incorporator  
ArmorSiren, Inc.

12/28/23  
Date

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CLERK OF DISTRICT COURT  
JANUARY 4 2024

**ARTICLES OF INCORPORATION  
OF  
ArmorSiren, Inc**

**Article I: Name**

The name of the corporation is ArmorSiren, Inc.

**Article II: Duration**

The duration of the corporation shall be perpetual.

**Article III: Purpose**

The purpose for which the corporation is organized is to engage in any lawful business or activity for which corporations may be incorporated under the laws of the State of Florida.

**Article IV: Registered Office and Agent**

The street address of the initial registered office of the corporation in the State of Florida is 130 Via Florenza, Palm Beach Gardens, FL 33418, and the name and address of the initial registered is:

Bruce Dubinsky  
130 Via Florenza  
Palm Beach Gardens, FL 33418

The Corporation shall have and continuously maintain a registered agent in the State of Florida, whose office is located at the address of the Registered Agent set forth above, to serve as the Corporation's agent for service of process and to receive official and legal notifications, demands, or other documents required or permitted by law to be served upon the Corporation. The registered agent shall be an individual or a registered agent service duly authorized to conduct business in the State of Florida. The Corporation shall promptly notify the registered agent of any change in address or contact information for the purpose of receiving legal notifications or service of process.



#### **Article V: Authorized Shares**

The total number of common shares which the corporation is authorized to issue is 10,000, with a par value of \$1 per share.

#### **Article VI: Directors**

The corporation shall have one (1) director. The name and address of the initial director is:

Bruce Dubinsky  
130 Via Florenza  
Palm Beach Gardens, FL 33418

#### **Article VII: Incorporator**

The name and address of the incorporator(s) executing these Articles of Incorporation is:

Bruce Dubinsky  
130 Via Florenza  
Palm Beach Gardens, FL 33418

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SECRETARY'S OFFICE  
FLORIDA SECRETARY OF STATE

#### **Article VIII: Indemnification**

The corporation shall indemnify to the fullest extent permitted by law any director, officer, employee, or agent who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding.

#### **Article IX: Amendments**

The power to alter, amend, or repeal these Articles of Incorporation, or adopt new bylaws, shall be vested in the board of directors and the shareholders.

#### **Article X: Dissolution**

Upon dissolution of the corporation, the assets of the corporation shall be distributed pursuant to the Florida state laws governing corporations.

#### **Article XI: Limitation of Directors' or Officers' Liability**

To the fullest extent permitted by applicable law, no director or officer of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action 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; or (iii) for any transaction from which the director or officer derived an improper personal benefit.

Any repeal or modification of this provision by the shareholders of the corporation shall not adversely affect any right or protection of a director or officer existing at the time of such repeal or modification.

If any part of this provision shall be found to be invalid or unenforceable under applicable law, the remainder of this provision shall not be affected thereby and shall be given full effect without regard to the invalid portions.

#### **Article XII: Indemnification of Directors and Officers**

To the fullest extent permitted by applicable law, the corporation shall indemnify any director or officer, or former director or officer (each, an "Indemnitee"), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the corporation, or serving at the request of the corporation in any other capacity.

The corporation shall advance expenses incurred by an Indemnitee in defending any such proceeding prior to its final disposition, provided that such Indemnitee undertakes to repay such amount if it is ultimately determined that they are not entitled to indemnification hereunder.

The indemnification provided herein shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office.

The provisions of this indemnification shall be applicable to actions taken or omitted to be taken on or after the date of this provision's adoption, regardless of whether the alleged cause of action or omission arose before or after such date.

#### **Article XIII: Effective Date**

These Articles of Incorporation shall be effective upon filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the incorporator(s) hereinbefore named, has/have executed these Articles of Incorporation this 28th day of December, 2023.



Bruce Dubinsky  
130 Via Florenza  
Palm Beach Gardens, FL. 33418

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