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850-202-1882

Date: 11/22/2024

Name: Cheyenne Davis

Reference #: 2565392

Entity Name: WASH DEPOT II, INC.

- ☒ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☒ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☐ Other _____

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Authorized Amount: 105.00 \$

Signature: *Cheyenne Davis*

**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: WASH DEPOT II, INC.

2. The converting entity is a corporation first organized, formed or incorporated under the laws of the State of Delaware on June 19, 1997.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: WASH DEPOT II, 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 is effective upon filing of these Articles of Conversion and the attached Articles of Incorporation with the Secretary of State of Florida.

IN WITNESS WHEREOF, these Articles of Conversion are signed effective as of November 14, 2024.

WASH DEPOT II, INC., a Delaware
corporation

Gregory S. Anderson

By: _____
Name: Gregory S. Anderson
Title: President

WASH DEPOT II, INC., a Florida
corporation

/s/ Gregory S. Anderson

By: _____
Name: Gregory S. Anderson
Title: President

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**ARTICLES OF INCORPORATION
OF
WASH DEPOT II, INC.**

The undersigned, for the purpose of forming a Corporation under the laws of the State of Florida, pursuant to Section 607.0201 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the Corporation is WASH DEPOT II, INC. (the "Corporation").

ARTICLE 2

DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE 3

PURPOSE

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

ARTICLE 4

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office address and mailing address of the Corporation is 2400 E. Commercial Boulevard, Suite 901, Fort Lauderdale, Florida 33308.

ARTICLE 5

CAPITAL STOCK

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, par value \$.001 per share.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 54 S.W. Boca Raton Boulevard, Boca Raton, Florida 33432, and the name of the initial registered agent of the Corporation at that address is Gregg H. Glickstein, Esq.

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NINTH JUDICIAL CIRCUIT

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ARTICLE 7

DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one (1). The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Gregory S. Anderson	2400 E. Commercial Boulevard, Suite 901 Fort Lauderdale, Florida 33308

ARTICLE 8

OFFICERS

The directors of the Corporation shall elect officers in accordance with the bylaws. The names and addresses of the initial officers of the Corporation are as follows:

<u>Officer</u>	<u>Name and Address</u>
Chief Executive Officer, Treasurer, Chief Financial Officer, President and Secretary	Gregory S. Anderson 2400 E. Commercial Boulevard, Suite 901 Fort Lauderdale, Florida 33308
Vice President	Joseph A. Solis 14 Summer Street, Suite 302 Malden, Massachusetts 02148

ARTICLE 9

INCORPORATOR

The name and street address of the incorporator of the Corporation are:

Gregory S. Anderson
2400 E. Commercial Boulevard, Suite 901
Fort Lauderdale, Florida 33308

ARTICLE 10

EXCULPATION AND INDEMNIFICATION

(a) To the fullest extent permitted by law, a director 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. If the Act or any other law of the State of Florida is amended after approval by the shareholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of the foregoing provisions of this Article IX by the

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shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

(b) To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, agents and authorized observers of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0851 of the Act.

ARTICLE 11

BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE 12

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles as of the 14th day of November, 2024.

/s/ Gregory S. Anderson

Gregory S. Anderson
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated corporation at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and states that he is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, F.S.

/s/ Gregg H. Glickstein

Dated: As of November 14, 2024

Gregg H. Glickstein

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WASH DEPOT II, INC.
2400 EAST COMMERCIAL BLVD, SUITE 901
FORT LAUDERDALE, FLORIDA 33308

CONSENT TO USE OF NAME

WASH DEPOT II, INC., a Delaware corporation qualified to do business in Florida (F97000003379), which intends to file Articles of Conversion and Articles of Incorporation with the Secretary of State of Florida, hereby consents to the use of the name "WASH DEPOT II, INC." by WASH DEPOT II, INC., a Florida corporation. The converting Delaware corporation will be withdrawing its Florida authority immediately following filing of the Articles of Conversion and Articles of Incorporation.

IN WITNESS WHEREOF, the said WASH DEPOT II, INC., a Delaware corporation, has caused this Consent to Use of Name to be executed by its President this 14th day of November, 2024.

WASH DEPOT II, INC.,
a Delaware corporation

/s/ Gregory S. Anderson

By: _____

Name: Gregory S. Anderson

Title: President

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