

V59526

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(Business Entity Name)

(Document Number)

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APR 18 2019
S. YOUNG

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 4/17/2019

Acc#I20160000072

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|-------------|-------------------------------------|
| Name: | GOODWIN BIOTECHNOLOGY, INCORPORATED |
| Document #: | |
| Order #: | 11614943 LINE 1 |

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|-----------------------------------|--------------------------|--|-------------------------|--|
| Certified Copy of Arts & Amend: | <input type="checkbox"/> | | | |
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| Certificate of Good Standing: | <input type="checkbox"/> | | | |
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THIS IS A 1 - 2 FILING

1. PLEASE FILE
CONVERSION

2. PLEASE FILE
QUALIFICATION

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

Amount: \$ 43.75

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Goodwin Biotechnology, Incorporated
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Dawn L. Hall, Paralegal

Contact Person

Pepper Hamilton LLP

Firm/Company

400 Berwyn Park

Address

Berwyn, PA 19312

City, State and Zip Code

halld@pepperlaw.com

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

For further information concerning this matter, please call:

Dawn L. Hall

Name of Contact Person

at (610) 640-5435

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☒ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Goodwin Biotechnology, Incorporated

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

Goodwin Biotechnology, Incorporated

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a corporation
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on: April 17, 2019

8. This conversion shall be effective in Florida on: April 17, 2019.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

1850 N.W. 69th Avenue,

Plantation, FL 33313

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 1850 N.W. 69th Avenue,
Plantation, FL 33313

Mailing Address: 1850 N.W. 69th Avenue,
Plantation, FL 33313

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 17th day of April, 2019.

Signature: [Signature]
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Karl Pinto Title: Chief Executive Officer

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