

P21000100280

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

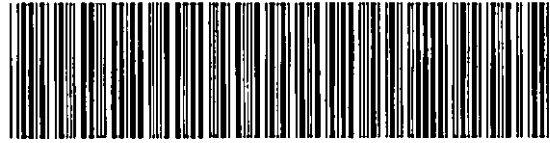
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800363598938

04/23/21--01029--007 **130.00

11130

21 NOV 30 AM 9:16

STATE OF TEXAS
DIVISION OF PROFESSIONAL REGULATION

JUL 21

NOV 30 2021

FILED
21 NOV 30 AM 9:16

Articles and Certificate of Conversion
for the conversion of
Vision Packaging, LLC
a Florida limited liability company,
into
Vision Packaging, Inc.
a Florida corporation.

Vision Packaging, LLC, a Florida limited liability company (the "**Company**"), files these Articles and Certificate of Conversion pursuant to §§605.1045 and 607.11930, Florida Statutes, to convert the Company into a Florida corporation, and states as follows:

1. The name of the Company is Vision Packaging, LLC. It is a Florida limited liability company and was formed on June 10, 2020.
2. The Company is being converted into Vision Packaging, Inc., a Florida corporation.
3. The Plan of Conversion was unanimously approved by the members of the Company in accordance with §605.1043, Florida Statutes.
4. As of the effective date of these Articles of Conversion, the limited liability company shall be converted into Vision Packaging, Inc., a Florida corporation, in accordance with the Articles of Incorporation of Vision Packaging, Inc., attached hereto.
5. The principal office and mailing address of the Florida corporation into which the Company is being converted is 3962 Hedgewood Drive, Medina, OH 44256.
6. The effective date of the conversion and this Articles of Conversion shall be the filing date.

Executed at and as of April 8, 2021.

Vision Packaging, LLC

By: Maria Yisha, Manager
Maria Yisha, Manager

Vision Packaging, Inc.

By: Richard Yisha
Richard Yisha, Incorporator

RECORDED
DIVISION
21 NOV 30 AM 9:16

ARTICLES OF INCORPORATION
OF
VISION PACKAGING, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the Florida Business Corporation Act as amended from time to time (the "Act").

ARTICLE I. Name

The name of this Corporation shall be:

Vision Packaging, Inc.

ARTICLE II. Principal Office and Mailing Address

The principal office and mailing address of the Florida corporation into which the Company is being converted is 3962 Hedgewood Dr., Medina, OH 44256.

ARTICLE III. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 5,000,000 shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Voting and Non-Voting Common Stock. Of the total number of authorized shares of capital stock:

- (A) 4,000,000 shall be designated as voting common stock (the "**Voting Common Stock**"), and have the right to vote in accordance with this ARTICLE IV Section 3 on matters coming before the shareholders of the Corporation, and
- (B) 1,000,000 shall be designated as non-voting common stock (the "**Non-Voting Common Stock**") and not have any right to vote on any matters coming before the shareholders of the Corporation, except solely as may be required by the Act.

Except as set forth hereinabove, the Voting Common Stock and the Non-Voting Common Stock shall have the rights, preferences, privileges, and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. Voting. The holders of all series and classes of the capital stock of the Corporation, except the Non-Voting Common Stock, shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 4. Dividends. The holders of all series and classes of the capital stock of the Corporation shall be entitled to receive such dividends, when, as and if declared by the

Board of Directors, out of any assets of the Corporation legally available therefore in accordance with the Act.

Section 5. Liquidation. Upon the liquidation of the Corporation, the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a pari passu basis according to the number of shares of capital stock of the Corporation held by him, her, it or them.

Section 6. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services or any other right or thing having a value in the judgment of the Board of Directors at least equivalent to the full value of the stock so to be issued as hereinabove set forth. When so issued such capital stock shall become and be fully paid and nonassessable. The Board of Directors shall be the sole judge of the value of any property, services, right, or thing acquired in exchange for capital stock, and its judgment shall be conclusive.

ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 11602 Lake Underhill Rd., Suite 102, Orlando, FL 32825, and the name of the initial registered agent of this Corporation at that address is Alexander Business Law, PLLC.

ARTICLE VII Directors

Section 1. The initial number of Directors of this Corporation shall be two (2).

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The names and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his or her successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Richard Yisha	3962 Hedgewood Dr. Medina, OH 44256

Mina Yisha

3962 Hedgewood Dr.
Medina, OH 44256

Section 6. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies, *provided that*, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Richard Yisha	3962 Hedgewood Dr. Medina, OH 44256

ARTICLE IX. Stock Certificates

The stock of the Corporation shall be certificated. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed or changed, or new Bylaws may be adopted, by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII. Shareholders Agreements

The Shareholders of the Corporation may by written agreement restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A copy of any such agreement must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Act. If any such agreement has been entered, all stock certificates evidencing shares of the capital stock that are held by a Shareholder who is a party to such agreement shall have an appropriate notation

referencing such agreement. No committee of the Board of Directors may pre-empt any such agreement that has been entered by all of the Shareholders.

ARTICLE XIII. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

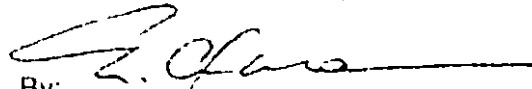
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation at and as of April 8, 2021.


Richard Yisha, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Vision Packaging, Inc.

Alexander Business Law, PLLC


By: _____
Edward R. Alexander, Manager