



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
08/19/2020	202023201074	Conversion Within SOS Records (CVS)	99.00	0.00	0.00	0.00

**Receipt**

This is not a bill. Please do not remit payment.

THOMPSON HINE LLP  
ATTN: CAROL R. RUSSELL  
41 S. HIGH STREET; #1700  
COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Frank LaRose**  
**2426538**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**ORION ELECTRONICS COMPANY, INC.**

and, that said business records show the filing and recording of:

Document(s)

**Conversion Within SOS Records**

Effective Date: 08/18/2020

Document No(s):

**202023201074**

CHANGE BUSINESS TYPE TO FOREIGN FOR PROFIT



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
19th day of August, A.D. 2020.

**Ohio Secretary of State**

Form 700 Prescribed by:



Toll Free: 877.767.3453

Central Ohio: 614.466.3910

OhioSoS.gov

business@OhioSoS.gov

File online or for more information: [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov)

For screen readers, follow instructions located at this path.

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 1329  
Columbus, OH 43216

Expedite Filing (Two business day processing time.  
Requires an additional \$100.00)

P.O. Box 1390  
Columbus, OH 43216

## Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

**Filing Fee: \$99**  
**Form Must Be Typed**

**(CHECK ONLY ONE (1) BOX)**

(1) ☒ **Converting Within The Records of the Ohio  
Secretary of State**

(2) ☐ **Converting Off The Records of the Ohio  
Secretary of State (187-VXX)**

Name of the converting entity

Orion Electronics Company, LLC

Jurisdiction of Formation

Delaware

Charter/Registration Number

2426538

The converting entity is a:  
**(Check Only (1) One Box)**

- |  |   |
|--|---|
| <input type="checkbox"/> Domestic Nonprofit Corporation                          | <input type="checkbox"/> Partnership                            |
| <input type="checkbox"/> Domestic For-Profit Corporation                         | <input type="checkbox"/> Domestic Limited Partnership           |
| <input type="checkbox"/> Foreign Nonprofit Corporation                           | <input type="checkbox"/> Foreign Limited Partnership            |
| <input type="checkbox"/> Foreign For-Profit Corporation                          | <input type="checkbox"/> Domestic Limited Liability Partnership |
| <input type="checkbox"/> Domestic Nonprofit Limited Liability Company            | <input type="checkbox"/> Foreign Limited Liability Partnership  |
| <input type="checkbox"/> Foreign Nonprofit Limited Liability Company             |   |
| <input type="checkbox"/> Domestic For-Profit Limited Liability Company           |   |
| <input checked="" type="checkbox"/> Foreign For-Profit Limited Liability Company |   |

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists  
and that those laws permit the conversion.

Name of the converted entity	Orion Electronics Company, Inc.
Jurisdiction of Formation	Delaware

The converted entity is a:  
(Check Only (1) One Box)

<input type="checkbox"/> Domestic For-Profit Corporation <input type="checkbox"/> Domestic Professional Association <input type="checkbox"/> Foreign Nonprofit Corporation <input checked="" type="checkbox"/> Foreign For-Profit Corporation <input type="checkbox"/> Domestic Nonprofit Limited Liability Company <input type="checkbox"/> Foreign Nonprofit Limited Liability Company <input type="checkbox"/> Domestic For-Profit Limited Liability Company <input type="checkbox"/> Foreign For-Profit Limited Liability Company	<input type="checkbox"/> Partnership <input type="checkbox"/> Domestic Limited Partnership <input type="checkbox"/> Foreign Limited Partnership <input type="checkbox"/> Domestic Limited Liability Partnership <input type="checkbox"/> Foreign Limited Liability Partnership
--	--

Effective Date (MM/DD/YYYY) (Optional)		(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)
Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.		
Orion Electronics Company, Inc.		
Name		
57 E. McMicken Avenue, Apt. 4R		
Mailing Address		
Cincinnati	Ohio	45202
City	State	Zip Code

Required information that must accompany conversion certificate if box 2 is checked		
If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.		
Name of Statutory Agent		
Mailing Address		
	OH	
City	State	ZIP Code

<b>See instructions for additional filing requirements if</b> (1) the conversion creates a new domestic entity, (2) the converted entity is a foreign entity that desires to transact business in Ohio; or (3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.
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By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Must be signed by an authorized representative.

*Paul Perkins*

Signature

By (if applicable)

Paul Perkins

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Form 530A Prescribed by:



Toll Free: 877.767.3453

Central Ohio: 614.466.3910

[OhioSoS.gov](http://OhioSoS.gov)[business@OhioSoS.gov](mailto:business@OhioSoS.gov)File online or for more information: [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov)

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 670  
Columbus, OH 43216

Expedite Filing (Two business day processing time.  
Requires an additional \$100.00)

P.O. Box 1390  
Columbus, OH 43216

For screen readers, follow instructions located at this path.

## Foreign For-Profit Corporation Application for License

**Filing Fee: \$99**

**(151-FLF)**

**Form Must Be Typed**

The application is made to procure a ☒ Permanent License ☐ Temporary License (valid for six months)

**Attach Certificate of Good Standing from the jurisdiction of formation (see instructions)**

Name of Corporation

(Name must match the name on the Certificate of Good Standing)

Assumed name under which the corporation will do business, if its corporate name is not available in Ohio  
(Must attach "Resolution of Foreign Corporation to Qualify Under An Assumed Name" Form 591)

Under the Laws of the Jurisdiction of  
(Jurisdiction of Formation)



State

Country

Date of Incorporation in Jurisdiction of Formation

Date of Incorporation

The location of the principal office is:

Mailing Address





City

State

Country

ZIP Code

If the principal office is located outside Ohio, provide a location in Ohio, if one exists.

Mailing Address

City

State

ZIP Code

A brief summary of the corporate purpose(s) to be exercised within Ohio

Bike Sharing App / Consumer Electronic Sales

## Appointment of Agent

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio.

Paul Perkins

Agent Name

57 E. McMicken Avenue, Apt. 4R

Mailing Address

Cincinnati

City

Ohio

State

45202

ZIP Code

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- A. an agent is not appointed, or
- B. an agent is appointed but the authority of that agent has been revoked, or
- C. the agent cannot be found or served after the exercise of reasonable diligence.

Pursuant to Ohio Revised Code 1703.29(A), a foreign corporation may be required to pay an additional \$250 fee if the application is being made to enable the corporation to prosecute or defend a legal action. Please see the Ohio Revised Code or Instructions for more information.

☒ No, the corporation is not filing for this purpose and an additional fee is not included.

☐ Yes, the application is being filed for this purpose and the additional \$250 fee is included with the filing fee.

**If yes then:**

Pursuant to Ohio Revised Code 1703.29 (B), a foreign corporation that began transacting business in Ohio **prior to 2009** without a license may be required to provide a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in this state.

**Did the corporation begin transacting business in Ohio prior to 2009 without obtaining a license?**

☐ Yes, the Certificate of Tax Clearance from the tax commissioner is attached.

☐ No, the corporation began transacting business in 2009 or later, therefore, a Certificate of Tax Clearance is not required.

Paul Perkins, being first duly sworn, deposes and says that he/she is the  
Name of Officer

President & CEO of Orion Electronics Company, Inc.  
Officer Title Corporation

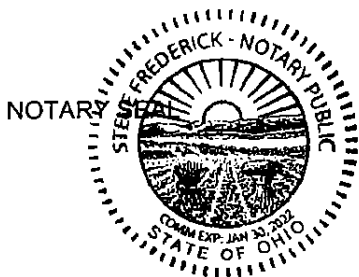
the corporation described in the foregoing application, and that the statements contained in said application are true and correct to best of my knowledge and belief.

Name Paul Perkins

Signature Paul Perkins

Sworn before me and subscribed on ~~08/14/20~~ 08/17/2020  
Date

[Signature]  
Notary Public



Expiration Date of Notary's Commission

01/30/2022  
Date

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORION ELECTRONICS COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF AUGUST, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5805481 8300

SR# 20206703676

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203453585

Date: 08-12-20