DOC ID ----> 201523601502

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/24/2015	201523601502	Conversion Within SOS Records (CVS)	125.00	0.00	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, Jon Husted
2322799

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

KARE INTELLEX INC.

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

Document(s)	Document No(s):
Conversion Within SOS Records	**201523601502**

Effective Date: 08/21/2015

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 24th day of August, A.D. 2015.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201523601502

Form 700 Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

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: $125

(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: Kare Intellex LLC

Jurisdiction of Formation: Ohio

Charter/Registration Number: 2322799

RECEIVED
2015 AUG 21 PM 3:00
CLERK'S SERVICE DEPT

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

- ☐ Domestic Corporation (For-Profit or Nonprofit)
- ☐ Foreign Corporation (For-Profit or Nonprofit)
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☒ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company
- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership

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: Kare Intellex Inc.

Jurisdiction of Formation: Delaware

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

- ☐ Domestic Corporation (For-Profit)
- ☒ Foreign Corporation (For-Profit or Nonprofit)
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☐ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company
- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership

Effective Date **(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.

David J. Willbrand, Esq., Thompson Hine LLP
Name

312 Walnut Street, 14th Floor
Mailing Address

Cincinnati | OH | 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

_____ | Ohio | _____
City | State | Zip Code

See instructions for additional filing requirements if
(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.

DOC ID ----> 201523601502

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required
Must be signed by an authorized representative.

Signature

By (if applicable)

Hanad Duale, CEO

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

DOC ID ----> 201523601502

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	**Date Notified**	**Agency**	**Date Notified**
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215 *Only required for domestic for-profit corporations		Ohio Job & Family Services Status and Liability Section Data Correspondence Control **Fax:** 614-752-4811 **Phone:** 614-466-2319 **Overnight:** P.O. Box 182413 Columbus, OH 43218-2413 **Regular:** P.O. Box 182413 Columbus, OH 43218-2413	
Agency	**Date Notified**		
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us *Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see* note below]		☐ The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	

*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature _____ Title _____

Name

Mailing Address

City _____ State _____ Zip Code _____

Sworn to and subscribed in my presence on _____

Date

Seal

_____ Commission Expires _____

Notary Public Date

DOC ID ----> 201523601502

AFFIDAVIT OF PERSONAL PROPERTY

State of

County of

Name of Officer

Title of Officer

of

Name of Corporation

and that this affidavit is made in compliance with Section of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- ☐ Has no personal property in any county in Ohio
- ☐ Is the type required to pay personal property taxes to state authorities only
- ☐ Has personal property in the following county (ies)

Signature: Title:

Sworn to and subscribed in my presence on Date

Seal

Notary Public

Expiration date of Notary Public's Commission

Date

DOC ID ----> 201523601502

Form 530A Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

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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

Foreign For-Profit Corporation Application for License

Filing Fee: $125
(151-FLF)

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: Kare Intellex Inc.
(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 534)

RECEIVED
AUG 21 2015
SECRETARY OF STATE

Under the Laws of the Jurisdiction of: Delaware
Jurisdiction of Formation

Date of Incorporation in Jurisdiction of Formation: 8/19/2015
Date of Incorporation
(Date must match the date provided on the Certificate of Good Standing)

The location of the principal office is:

4399 Appian Way #E
Mailing Address

Gahanna | OH | 43230
City | State | ZIP Code

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

N/A
Mailing Address

City | State | ZIP Code

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

Connecting patients to caregivers through a mobile platform

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Appointment of Agent

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

Hanad Duale

Name

4399 Appian Way #E

Mailing Address

Gahanna	Ohio	43230
City	State	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 is 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 Ohio Revised Code or the 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?

☐ Yes, the D4 certificate from the tax commissioner is attached.

☒ No, the corporation began transacting business in 2009 or later, therefore, a D4 certificate is not required.

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

Chief Executive Office of Kare Intellex 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 Hanad Duale

Signature

Sworn before me and subscribed on 8/20/15
Date

Notary Public

NOTARY SEAL

ANN MARIE MARKS
NOTARY PUBLIC, STATE OF OHIO
My Commission Expires 1/19/2020

Expiration Date of Notary's Commission

01/19/2020
Date

DOC ID ----> 201523601502

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KARE INTELLEX 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 NINETEENTH DAY OF AUGUST, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KARE INTELLEX INC." WAS INCORPORATED ON THE NINETEENTH DAY OF AUGUST, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Jeffrey W. Bullock, Secretary of State

5806620 8300

151191904

AUTHENTICATION: 2659326

DATE: 08-19-15

You may verify this certificate online at corp.delaware.gov/authver.shtml