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T SCHROEDER

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

EAM Holdings, LLC

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File Conversion \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Seth \_\_\_\_\_  
 Name \_\_\_\_\_ Date 08/27/18 Time \_\_\_\_\_  
 Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

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

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

EAM Holdings, LLC

LLC-94980

Enter Name of Other Business Entity

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

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

on May 19, 2016

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

Merchandize Liquidators, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: August 31, 2018  
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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Signed this 22nd day of August, 2018

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: [Signature]  
Printed Name: Dale Bergman Title: Incorporator

**Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: [Signature]

Printed Name: Edgar Martinez Title: Manager

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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**ARTICLES OF INCORPORATION  
OF  
MERCHANDIZE LIQUIDATORS, INC.**

The Articles of Incorporation of **MERCHANDIZE LIQUIDATORS, INC.** (the "**Corporation**"), are hereby set forth under the Florida Business Corporation Act, Florida Statutes Chapter 607 ("**FBCA**") as follows:

**ARTICLE I. NAME**

The name of the Corporation is **MERCHANDIZE LIQUIDATORS, INC.**

**ARTICLE II. MAILING ADDRESS**

The address of the Corporation's principal office and the mailing address is 16492 NW 48<sup>th</sup> Ave, Miami Gardens, FL 33014. The Board of Directors of the Corporation may, from time to time, change the address of the Corporation.

**ARTICLE III. DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall exist perpetually. The existence of the Corporation will commence on August 31, 2018.

**ARTICLE IV. PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V. CAPITAL STOCK**

The number of shares of capital stock which this Corporation shall have authority to issue is 50,000,000 shares of common stock, par value \$0.01 per share.

**ARTICLE VI. REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 901 Ponce de Leon Blvd, Suite 303, Coral Gables, Florida 33134. The Corporation's registered agent at that address is GBBPL Registered Agents, LLC.

**ARTICLE VII. INCORPORATOR**

The name and street address of the Incorporator is Dale S. Bergman, Esq., 901 Ponce de Leon Blvd, Suite 303, Coral Gables, Florida 33134.

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**ARTICLE VIII. SHAREHOLDERS' MEETINGS**

The Corporation shall hold a special meeting of shareholders only:

A. on call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

B. if the holders of not less than fifty percent (50%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE IX. LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of 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 FBCA, as so amended. No repeal or modification of this Article IX shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent permitted by law, as now or hereafter in effect, the Incorporator, and any officer or director of the Corporation. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

**ARTICLE XI. BOARD OF DIRECTORS**

The Corporation shall have such number of directors as is set forth in the Corporation's Bylaws.

**ARTICLE XII. BYLAWS**

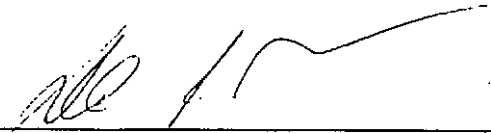
The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Directors.

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**ARTICLE XIII. AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of the 22<sup>nd</sup> day of August, 2018.

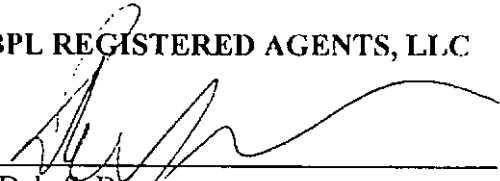
  
\_\_\_\_\_  
Dale S. Bergman, Incorporator

\* \* \* \* \*

***ACCEPTANCE OF REGISTERED AGENT***

The undersigned agrees to act as registered agent for Merchandize Liquidators, Inc., to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 607, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 22<sup>nd</sup> day of August, 2018.

**GBBPL REGISTERED AGENTS, LLC**

By:   
\_\_\_\_\_  
Dale S. Bergman  
Authorized Representative

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