

# F11000004665

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H11000303271 3)))



H110003032713ABCS

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

\* Please  
note effective  
date of

1.1.12

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

\* FILE  
SECOND -  
AFTER

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**CCC - CAPITAL CONSULTANTS MANAGEMENT CORPORATION WITHDRAWAL**

Certificate of Status	0
Certified Copy	0
Page Count	28/3
Estimated Charge	\$35.00

FOR CAPITAL  
CONSULTANTS  
MANAGEMENT  
CORPORATION -

**\*RE-SUBMIT\***

Please retain original filing  
date of submission 12/28

December 30, 2011



FLORIDA DEPARTMENT OF STATE

CCC - CAPITAL CONSULTANTS MANAGEMENT CORPORATION  
8360 EAST VIA DE VENTURA  
SUITE L-100  
SCOTTSDALE, AZ 85258

SUBJECT: CCC - CAPITAL CONSULTANTS MANAGEMENT CORPORATION  
REF: F11000004665

**\*RE-SUBMIT\***  
Please retain original filing  
date of submission 12/28

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

SECTION #1 OF THE APPLICATION SHOULD READ: CAPITAL CONSULTANTS MANAGEMENT CORPORATION, DOING BUSINESS IN THE STATE OF FLORIDA AS CCC - CAPITAL CONSULTANTS MANAGEMENT CORPORATION. ALSO, SECTION #4 OF THE APPLICATION SHOULD SHOW THE FILED DATE BEING THE SAME DATE AS WHEN FILED WITH THE STATE OF NEVADA.

THE REDOMESTICATION MUST BE RECEIVED FROM THE STATE OF NEVADA WITH PROOF THAT THE TEXAS CORPORATION REDOMESTICATED TO THE STATE OF NEVADA. A GOOD STANDING CERTIFICATE ALONE, FROM THE STATE OF NEVADA, IS NOT ACCEPTABLE. PLEASE PROVIDE INFORMATION FILED WITH THE STATE OF NEVADA REFLECTING THE CHANGE OF CORPORATE NAME AND JURISDICTION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H11000303271  
Letter Number: 211A00028940

RECEIVED  
12 JAN -4 AM 8:28  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F11000004665

(Document number of corporation (if known))

CAPITAL CONSULTANTS CORPORATION, DOING BUSINESS IN THE STATE OF FLORIDA AS

1. CCC - CAPITAL CONSULTANTS MANAGEMENT CORPORATION

(Name of corporation as it appears on the records of the Department of State)

2. TEXAS

(Incorporated under laws of)

3. 11-18-2011

(Date authorized to do business in Florida)

11 DEC 29 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12-27-2011 **EFFECTIVE DATE: 12:01 a.m. Eastern Standard Time on 01/01/2012**

5. CAPITAL CONSULTANTS MANAGEMENT CORPORATION  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NEVADA  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

DONALD J. COLE

(Typed or printed name of person signing)

CFO, Secretary/Treasurer

(Title of person signing)

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CAPITAL CONSULTANTS MANAGEMENT CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 27, 2011, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 27, 2011.

A handwritten signature in dark ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State



Certified By: Robert Sandberg  
Certificate Number: C20111227-0720  
You may verify this certificate  
online at <http://www.nvsos.gov/>

# SECRETARY OF STATE

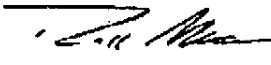


## CORPORATE CHARTER (CONVERSION)

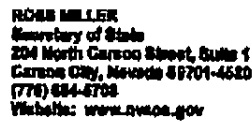
I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **CAPITAL CONSULTANTS MANAGEMENT CORPORATION** did on December 27, 2011 file in this office the Convert In and Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.




IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 27, 2011.

  
ROSS MILLER  
Secretary of State

Certified By: Robert Sandberg  
Certificate Number: C20111227-0720  
You may verify this certificate  
online at <http://www.nvsos.gov/>



(PURSUANT TO NRS 82A.205)

Filed in the office of 	Document Number <b>20110904183-19</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>12/27/2011 8:01 AM</b>
	Entity Number <b>E0887952011-9</b>

**ABOVE SPACE IS FOR OFFICE USE ONLY**

Florida Secretary of State 02A Certificate Page 1  
 Filing: 12-16-2011



ROSS MILLER  
Secretary of State  
284 North Carson Street, Suite 1  
Carson City, Nevada 89701-4632  
(775) 684-6700  
Website: www.nvds.gov

## Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity to the resulting entity in the conversion):

Attn:

c/o:

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240):

11:59 P.M. CENTRAL STANDARD TIME ON 12-31-2011

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited liability limited partnership; a manager of each Nevada limited liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

CAPITAL CONSULTANTS CORPORATION

Name of constituent entity

X 

CFO, Secretary/Treasurer

Title

12-19-2011

Date

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$360.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This filing must be accompanied by appropriate fees.

Nevada Secretary of State N/A Document Page 2  
Form DS-10-10-09

Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

December 23, 2011

CT Corporation System  
701 Brazos, Ste. 720  
Austin, TX 78701 USA

RE: Capital Consultants Management Corporation  
File Number: [Entity not of Record, Filing Number Not Available]

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure



Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

**CAPITAL CONSULTANTS CORPORATION**  
File Number: 27014900

Converting it to

Capital Consultants Management Corporation  
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. **ACCORDINGLY**, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/22/2011

Effective: 12/31/2011 11:59 pm



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709

Filing Fee: \$300



**Certificate of Conversion  
of  
Capital Consultants Corporation,  
a Texas Corporation  
to  
Capital Consultants Management  
Corporation, a Nevada  
Corporation**

This space reserved for office  
use.

**FILED**  
**In the Office of the**  
**Secretary of State of Texas**  
**DEC 22 2011**  
**Corporations Section**

**Converting Entity Information**

The name of the converting corporation is:

Capital Consultants Corporation (the "Texas Corporation")

The jurisdiction of formation of the corporation is Texas.

The date of formation of the corporation is: December 31, 1969

The file number issued to the Texas Corporation by the secretary of state is: 27014900

**Converted Entity Information**

The Texas corporation named above is converting to a Nevada corporation. The name of the corporation is:

Capital Consultants Management Corporation (the "Nevada Corporation")

The corporation will be formed under the laws of: Nevada

**Plan of Conversion**

☐ The plan of conversion is attached.

*If the plan of conversion is not attached, the following section must be completed.*

**Alternative Statements**

In lieu of providing the plan of conversion, the converting Texas Corporation certifies that:

1. A signed plan of conversion is on file at the principal place of business of the Texas Corporation, the converting entity. The address of the principal place of business of the Texas Corporation is:

<u>8360 East Via de Ventura, Suite L-100,</u>	<u>Scottsdale</u>	<u>AZ</u>	<u>USA</u>	<u>85258</u>
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the Nevada Corporation, the converted entity. The address of the principal place of business of the Nevada Corporation is:

<u>8360 East Via de Ventura, Suite L-100,</u>	<u>Scottsdale</u>	<u>AZ</u>	<u>USA</u>	<u>85258</u>
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

#### Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

#### Effectiveness of Filing (Select either A, B, or C.)

- A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.
- B. ☒ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 11:59 P.M. CENTRAL STANDARD TIME ON 12-31-2011
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

\_\_\_\_\_

\_\_\_\_\_

#### Tax Certificate

- ☒ Attached hereto is a certificate from the comptroller of public accounts that certifies that the Texas Corporation, the converting entity is in good standing for purposes of conversion.
- ☐ In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any franchise taxes.

#### Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: December 19, 2011

#### CONVERTING ENTITY:

CAPITAL CONSULTANTS CORPORATION,  
a Texas corporation

By: \_\_\_\_\_

Signature of authorized person

Donald J. Cole, CEO, Secretary and Treasurer  
Printed or typed name of authorized person



**TEXAS COMPTROLLER OF PUBLIC ACCOUNTS**

SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

November 17, 2011

**CERTIFICATE OF ACCOUNT STATUS**

THE STATE OF TEXAS  
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO  
HEREBY CERTIFY that according to the records of this office

**CAPITAL CONSULTANTS CORPORATION**

is, as of this date, in good standing with this office having no franchise  
tax reports or payments due at this time. This certificate is valid through  
the date that the next franchise tax report will be due May 15, 2012.

This certificate does not make a representation as to the status of the  
entity's registration, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted  
entity is subject to franchise tax as required by law. This certificate is  
not valid for any other filing with the Texas Secretary of State.

GIVEN UNDER MY HAND AND  
SEAL OF OFFICE in the City of  
Austin, this 17th day of  
November 2011 A.D.

A handwritten signature in cursive script that reads "Susan Combs".

Susan Combs  
Texas Comptroller

Taxpayer number: 17514109028  
File number: 0027014900

Form 03-304 (Rev. 12-07/17)