

LOG000118011

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

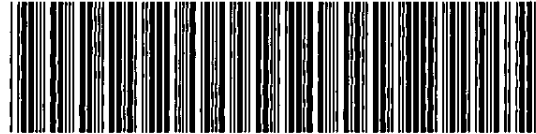
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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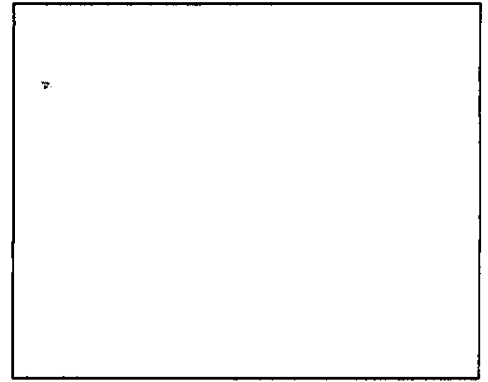
12/30/08--01002--017 \*\*155.00

RECEIVED  
08 DEC 29 PM 4: 01  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
08 DEC 29 PM 2: 15  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR  
DEC 31 2008  
EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)656-6446



WALK-IN

ENTITY NAME:

SHELTON CAPITAL GROUP LLC

CK# 3709

AMOUNT \$155.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☒ STAMPED COPY

☒ CERTIFICATE OF STATUS

OFFICE USE ONLY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

08 DEC 31 AM 11:50

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

December 30, 2008

FLORIDA RESEARCH & FILING SERVICES  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL

SUBJECT: SHELTON CAPITAL GROUP LLC  
Ref. Number: W08000057054

\* RESUBMITTING  
W/ CORRECTIONS  
PLEASE RETAIN  
ORIGINAL SUBMISSION  
DATE 12-29-08

We have received your document for SHELTON CAPITAL GROUP LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$155.00 payment.

Checking with the North Carolina Secretary of State, we learned that this entity was actually formed on September 3, 2008. That is the date that should therefore appear on your Certificate of Conversion in Item A. That is the date the company was formed in North Carolina.

In Article VII, in your Articles of Organization, you currently list "9/3/2008" as the "effective date". The effective date you list in Article VII on this document can ONLY be a future effective date. Otherwise, list no effective date in Article VII.

(Please note: You might want to list a future effective date in 2009 in the Articles and also in the Certificate of Conversion. Then your resulting Florida LLC would not have to pay the 2009 Annual Report fee of \$138.75.

ALSO, please note that the Certificate of Conversion must have TWO SIGNATURES -- a signature for the converting entity, and a signature for the resulting entity.

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) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 608A00061929

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

**FIRST:** The name of the business entity immediately prior to filing this document was:


Shelton Capital Group LLC

**SECOND:** The date on which and the jurisdiction in which the business entity was first created or otherwise came into being are:

- A. Date: 9/3/2008
- B. Jurisdiction: North Carolina
- C. If the above noted jurisdiction changed, the jurisdiction immediately prior to its conversion to a Florida limited liability company: \_\_\_\_\_

**THIRD:** The name of the limited liability company as set forth in the attached articles of organization is:

Shelton Capital Group LLC

  
Signature of a Member or an Authorized Representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
Typed or Printed Name of Signee

The above authorized representative signing this certificate of conversion is authorized and has signed this document on behalf of the Limited Liability Company and other Business Entity.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this North Carolina limited liability company is:  
Shelton Capital Group LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
Shelton Capital Group LLC  
2118 NE 59th Place  
Fort Lauderdale FL 33308

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410 UNITED STATES

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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**Article V. Distribution of Profits**

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

**Article VI. Management**

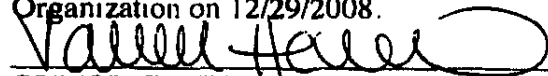
This will be a manager-managed company. The name and address of each manager is:

STEPHEN H. SHELTON, SR.  
2118 NE 59th Place  
Fort Lauderdale FL 33308  
STEPHEN H. SHELTON, JR.  
2118 NE 59th Place  
Fort Lauderdale FL 33308  
WILLIAM W. SHELTON  
2118 NE 59th Place  
Fort Lauderdale FL 33308

**Article VII. Company Existence**

The Company's existence shall begin effective as of 12/29/2008.

The undersigned authorized representative of a member executed these Articles of Organization on 12/29/2008.



CORPORATE CREATIONS INTERNATIONAL INC.

Franco E. Cammarata Vice President  
by Valerie Hawk as attorney-in-fact

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

Shelton Capital Group LLC

### REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.  
Valerie Hawk, Special Secretary

Date: 9/3/2008.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107