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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL

Z i a m

. INC.

November 9, 2006

Department of State
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Conversion of York
Enterprises, LLC**

Dear Sir/Madame:

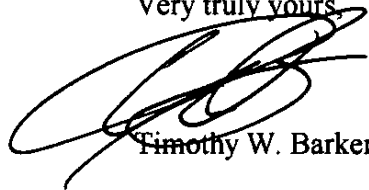
Enclosed are the originals and one (1) copy of the Certificate of Conversion, an of Conversion and Articles of Incorporation (hereinafter "Conversion Package") for the conversion of the above-named Florida limited liability company into a Florida corporation. Also enclosed is my firm's check in the sum of \$113.75, representing payment of the following:

Filing Fee \$105.00
Certified Copy Fee \$ 8.75

If all is in order, please file the enclosed Conversion Package and return a certified copy to the undersigned.

Thank you for your courteousness in this matter. Should you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,



Timothy W. Barker

TWB
Enclosures

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**STATE OF FLORIDA
CERTIFICATE OF CONVERSION**


YORK ENTERPRISES, a limited liability company duly organized and existing under and by the virtue of the Florida Limited Liability Company Act does hereby state as follows:

1. That at a meeting of the members of YORK ENTERPRISES, LLC, resolutions were duly adopted setting forth a proposed conversion of said company.
2. That the limited partnership presently known as YORK ENTERPRISES, LLC, which was formed on September 2, 2005, proposes to convert from a limited liability company into a corporation.
3. That the name of the corporation, as set forth in the Articles of Incorporation, shall be YORK ENTERPRISES, INC.
4. That this conversion shall be effective as of the date of filing of this Certificate, and, the Articles of Incorporation filed contemporaneously herewith.
5. That this conversion was duly adopted in accordance with the provisions set forth in Section 608.4402 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, said company has caused this certificate to be signed by its authorized officer, this 9th day of November, 2006.

YORK ENTERPRISES, LLC

By:


York M. Lynch, Member

2006 NOV 14 P 4:34
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PLAN OF CONVERSION

This Plan of Conversion, is entered into on this, the 9th day of November, 2006, by and between by and between any and all Members of YORK ENTERPRISES, LLC, as to the plan set forth below:

WITNESSETH

WHEREAS, YORK ENTERPRISES, LLC, a limited liability company, duly organized and existing under and by the virtue of the Limited Liability Company Act of the State of FLORIDA

WHEREAS, YORK ENTERPRISES, LLC plans to convert to a corporation;

NOW, THEREFORE, IT IS AGREED, as follows:

DEFINITIONS

For purposes of this Plan of Conversion, the following definitions shall apply:

"Converting entity" means- YORK ENTERPRISES, LLC; and,

"Converted entity" means- YORK ENTERPRISES, INC.

SPECIFIC PROVISIONS

1. That this Plan of Conversion shall be unanimously approved by all persons holding an ownership interest in YORK ENTERPRISES, LLC.
2. That the limited liability company presently known as YORK ENTERPRISES, LLC, which was formed on September 2, 2005, proposes to convert from a limited liability company into a corporation, duly organized and existing under and by the virtue of the Business Corporation Act of the State of Florida;
3. That the name of the corporation, as set forth in the Articles of Incorporation, shall be YORK ENTERPRISES, INC.;

2006 NOV 14 P 4:34
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4. That upon conversion of Members' ownership interests in YORK ENTERPRISES, LLC into ownership interests, or, shares of YORK ENTERPRISES, INC., Members' ownership interests in YORK ENTERPRISES, LLC, shall be converted in the ratio of one for one, to newly issued shares of YORK ENTERPRISES, INC.
5. That, unless amended by the Board of Directors of YORK ENTERPRISES, INC. the maximum number of shares of stock that YORK ENTERPRISES, INC. shall be authorized to issue and have outstanding at any one time is 100,000,000 shares of common stock having a par value of \$0.01 per share.
6. That the persons named as the initial Directors of YORK ENTERPRISES, INC. shall hold this office until the first Meeting of the Shareholders or until otherwise replaced by a successor.
7. That YORK ENTERPRISES, INC. shall have the right to indemnify any officer or director or any former officer or director, to the full extent permitted by law.
8. That the power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and the Shareholders as provided by law; however, the Shareholders shall not have the power to adopt or amend the Bylaws that fixes a greater quorum or voting requirement for Shareholders than is required by law.

EFFECTIVENESS OF CONVERSION

9. That this conversion shall be effective upon the filing of YORK ENTERPRISES, LLC's Certificate of Conversion, and, the Articles of Incorporation for YORK ENTERPRISES, INC.

GENERAL EFFECT OF CONVERSION

10. That when the conversion contemplated herein takes effect:
 - (a) the converting entity continues to exist without interruption in the organizational form of the converted entity rather than in the organizational form of the converting entity;
 - (b) all rights, title, and interests to all property owned by the converting entity continues to be owned, subject to any existing liens or other encumbrances on the property, by the converted entity in the new organizational form without:
 - (1) reversion or impairment;
 - (2) further act or deed; or

2006 NOV 14 4:34
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TALLAHASSEE, FLORIDA

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- (3) any transfer or assignment having occurred;
- (c) all liabilities and obligations of the converting entity continue to be liabilities and obligations of the converted entity in the new organizational form without impairment or diminution because of the conversion;
- (d) the rights of creditors or other parties with respect to or against the previous owners or members of the converting entity in their capacities as owners or members in existence when the conversion takes effect continue to exist as to those liabilities and obligations and may be enforced by the creditors and obligees as if a conversion had not occurred;
- (e) a proceeding pending by or against the converting entity or by or against any of the converting entity's owners or members in their capacities as owners or members may be continued by or against the converted entity in the new organizational form and by or against the previous owners or members without a need for substituting a party;
- (f) the ownership or membership interests of the converting entity that are to be converted into ownership or membership interests of the converted entity as provided in the plan of conversion are converted as provided by the plan, and if the converting entity is a domestic entity, the former owners or members of the domestic entity are entitled only to the rights provided in the plan of conversion or a right of dissent and appraisal under the laws of the State of Florida;
- (g) if, after the conversion takes effect, an owner or member of the converted entity as an owner or member is liable for the liabilities or obligations of the converted entity, the owner or member is liable for the liabilities and obligations of the converting entity that existed before the conversion took effect only to the extent that the owner or member:
- (1) agrees in writing to be liable for the liabilities or obligations;
 - (2) was liable, before the conversion took effect, for the liabilities or obligations; or
 - (3) by becoming an owner or member of the converted entity, becomes liable under other applicable law

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2006 NOV 1 4:34 PM
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STATE OF FLORIDA

for the existing liabilities and obligations of the converted entity.

IN WITNESS WHEREOF, we, all of the current Members of YORK ENTERPRISES, LLC, have executed this Plan of Conversion as of the date first written above. Furthermore, the foregoing Plan of Conversion is unanimously agreed to, and, adopted by all Members of YORK ENTERPRISES, LLC, as evidenced below.

Dated: November 9, 2006


York M. Lynch, Sole Member

2006 NOV 14 P 4: 34
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ARTICLES OF INCORPORATION

OF

YORK ENTERPRISES, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is YORK ENTERPRISES, INC., and has its principal place of business at 27089 SERRANO WAY, BONITA SPRINGS, FLORIDA 34135.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and this Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

YORK M. LYNCH
27089 SERRANO WAY
BONITA SPRINGS, FLORIDA 34135

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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2006 NOV 14 P 4:11
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ARTICLE VI. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or,

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors shall consist of not less than one (1) Director and not more than fifteen (15) Directors and the total number of Directors may from time to time be increased or decreased in such manner as is described in the Company's By-Laws, provided, however, that the number of Directors shall not be reduced to less than one (1). Initially, there shall be three (3) directors of the corporation. The name and address of the initial Directors of the corporation is:

YORK M. LYNCH
27089 SERRANO WAY
BONITA SPRINGS, FLORIDA 34135

NORA LYNCH
27089 SERRANO WAY
BONITA SPRINGS, FLORIDA 34135

AARON LYNCH
27089 SERRANO WAY
BONITA SPRINGS, FLORIDA 34135

The persons named as the initial Directors shall hold this office until the first Meeting of the Shareholders, or, until otherwise replaced by a successor.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

YORK M. LYNCH
27089 SERRANO WAY
BONITA SPRINGS, FLORIDA 34135

ARTICLE IX. AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended in the manner provided by

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and the Shareholders as provided by law; however, the Shareholders shall not have the power to adopt or amend the Bylaws that fixes a greater quorum or voting requirement for Shareholders than is required by law.

ARTICLE XII. CONVERSION

The converted or created entity is being created pursuant to a plan of conversion of YORK ENTERPRISES, LLC, a Florida limited liability company, 27089 SERRANO WAY, BONITA SPRINGS, FLORIDA 34135, organized September 2, 2005, under the Florida Limited Liability Company Act. The Plan was duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on the 9th of November, 2006.


YORK M. LYNCH
Incorporator

2006 NOV 14 P 4:34
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DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

In compliance with the Florida Business Corporation Act, the following is submitted:

That YORK ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office at 27089 SERRANO WAY, BONITA SPRINGS, FLORIDA 34135 has named YORK M. LYNCH, located at 27089 SERRANO WAY, BONITA SPRINGS, FLORIDA 34135, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


YORK M. LYNCH
Registered Agent

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2006 NOV 14 P 4:34
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