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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

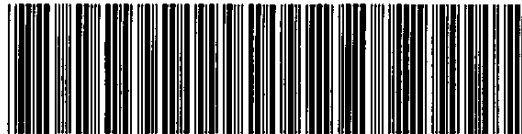
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TALLAHASSEE, FLORIDA

**John E. Aurelius, P.A.**

ATTORNEYS AND COUNSELORS AT LAW



JOHN E. AURELIUS

4367 N. FEDERAL HIGHWAY  
SUITE 101  
FORT LAUDERDALE, FL 33308-5213  
PHONE (954) 772-8222  
FAX (954) 772-8759

September 24, 2007

Florida Department of State  
Registration Section  
Division of Corporation  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: LIPS LAUDERDALE MANAGEMENT, INC.

Gentlemen/Madams:

Enclosed, please find the following:

1. Completed Cover Letter for conversion of Lips Lauderdale Management, LLC into Lips Lauderdale Management, Inc.;
2. Executed Articles of Incorporation for Lips Lauderdale Management, Inc. with Certificate of Registered Agent;
3. Our Trust Account check in the sum of \$122.50 for certificate of conversion, Florida articles of incorporation, certified copy and certificate of status.

Please notify me via email to: [jaurelius@aol.com](mailto:jaurelius@aol.com) as to receipt of enclosures and when filing of same is completed. I thank you in advance for your assistance.

Sincerely yours,



John E. Aurelius  
For the Firm

JEA/jmk

enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** LIPS LAUDERDALE MANAGEMENT, INC.

(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

JOHN E. AURELIUS

(Contact Person)

JOHN E. AURELIUS, P.A.

(Firm/Company)

4367 N. FEDERAL HWY., #101

(Address)

FT. LAUDERDALE, FL 33308

(City, State and Zip Code)

For further information concerning this matter, please call:

JOHN E. AURELIUS at ( 954 ) 772-8222

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☐ \$113.75 Filing Fees  
and Certificate of  
Status

☐ \$113.75 Filing Fees  
and Certified Copy

☒ \$122.50 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**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:

**LIPS LAUDERDALE MANAGEMENT, LLC**

(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, sole proprietorship, 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 **SEPTEMBER 19, 2007**  
(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:**

**LIPS LAUDERDALE MANAGEMENT, INC.**

(Enter Name of Florida Profit Corporation)

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5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 24 day of SEPTEMBER, 20 07.

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

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: JOHN E. AURELIUS Title: INCORPORATOR

**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***  
**LIPS LAUDERDALE MANAGEMENT, INC.,**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the Corporation shall be: *LIPS LAUDERDALE MANAGEMENT, INC.*

**ARTICLE II**  
**ADDRESS**

The mailing address of this corporation shall be: 1164 East Oakland Park Boulevard, Oakland Park, FL 33334.

**ARTICLE III**  
**PURPOSES**

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- Any lawful business in the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is One thousand shares (1,000) of common stock, having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than par value.

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**ARTICLE V**  
**TERM**

This corporation shall have a perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for the corporation shall be JOHN E. AURELIUS and the Registered Office shall be located at 4367 North Federal Highway, Suite 101, Fort Lauderdale, FL 33308, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

**ARTICLE VII**  
**DIRECTORS**

This corporation shall have not less than one (1) or more than five (5) directors, as set forth in the By-Laws. The name and street address of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified is:

***ROBERT DeBENEDICTIS***                      ***511 Bayshore Drive, #404***  
***Fort Lauderdale, FL 33304***

**ARTICLE VIII**  
**SUBSCRIBERS**

The name and street address of the subscriber to the Articles of Incorporation is: John E. Aurelius, 4367 North Federal Highway, Suite 101, Fort Lauderdale, FL 33308.

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**ARTICLE IX**  
**SPECIAL PROVISIO**

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or another governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or whatever a greater vote is required by law, or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

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**ARTICLE X**  
**INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any rights to inspect any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

**ARTICLE XI**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

**ARTICLE XII**  
**TELEPHONE MEETING AUTHORIZATION**

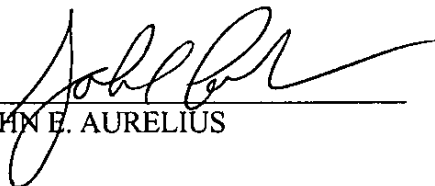
Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

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**ARTICLE XIII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

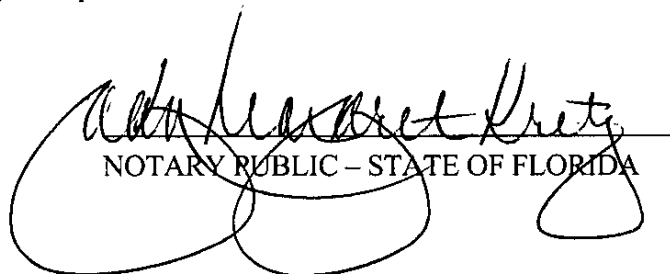
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Fort Lauderdale, Broward County, Florida this 24<sup>th</sup> day of September 2007.

  
\_\_\_\_\_  
JOHN E. AURELIUS

**STATE OF FLORIDA**  
**COUNTY OF BROWARD**

BEFORE ME, the undersigned authority, this day personally appeared JOHN E. AURELIUS, to me well known to be the individual described herein or who has produced his Florida Driver's License as identification and who did take an oath and who executed the foregoing Articles of Incorporation of LIPS LAUDERDALE MANAGEMENT, INC., and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, Broward County, Florida, this 24<sup>th</sup> day of September 2007.

  
\_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



**Joan Margaret Kretz**  
Commission # DD310130  
Expires June 5, 2008  
Sponsored by Troy Pain - Insurance, Inc. 800-383-7019

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING RESIDENT AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

LIPS LAUDERDALE MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1164 East Oakland Park Boulevard, Oakland Park, FL 33334 has named JOHN E. AURELIUS, as its Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above state corporation, at place designated above, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. The undersigned is familiar with and accepts the obligations of that position under F.S. §607.0501 (3).

  
John E. Aurelius  
REGISTERED AGENT

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