

# PD7000114549

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(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Cross City Florist 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:

Anelia Futch  
(Contact Person)

Cross City Florist  
(Firm/Company)

97 NE 351 Hwy  
(Address)

Cross City FL 32628  
(City, State and Zip Code)

For further information concerning this matter, please call:

Anelia Futch at ( 352 ) 498-3828  
(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:

Cross City Florist LLC  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LLC  
(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 April 5, 2005  
(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**:

Cross City Florist, Inc.  
(Enter Name of Florida Profit Corporation)

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 10 day of October, 2007.

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

Printed Name: Samuel B Futch, vice president

**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)

ARTICLES OF INCORPORATION  
OF  
CROSS CITY FLORIST, INC.

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES, AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I : NAME

THE NAME OF THIS CORPORATION SHALL BE :  
CROSS CITY FLORIST, INC.

ARTICLE II : DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND SAME SHALL COMMENCE IT'S CORPORATE EXISTENCE AT THE TIME OF FILING OF THE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

ARTICLE III : PURPOSE

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED INCLUDES THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607.0202 OF THE FLORIDA STATUTES.

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ARTICLE IV : GENERAL POWERS

THIS CORPORATION SHALL HAVE THE FOLLOWING  
CORPORATE POWERS, TO-WIT :

- A. TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE, AND TO USE SAME BY CAUSING IT, OR A FACSIMILE THEREOF, TO BE IMPRESSED, AFFIXED OR IN ANY MANNER REPRODUCED.
- B. TO PURCHASE, TAKE, RECEIVE, LEASE OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, USE AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY OF ANY INTEREST THEREIN, WHEREVER SITUATE.
- C. TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN, LEASE, EXCHANGE, TRANSFER AND OTHERWISE DISPOSE OF ALL OR ANY PARTS OF IT'S PROPERTY AND ASSETS.
- D. TO LEND MONEY TO AND USE IT'S CREDIT TO ASSIST ITS OFFICERS AND EMPLOYEES IN ACCORDANCE WITH SECTION 607.141.
- E. TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE , OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE OR OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH OTHER DOMESTIC OR FOREIGN CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, OR INDIVIDUALS, OR DIRECT OR INDIRECT OBLIGATIONS OF THE UNITED STATES OR OF ANY OTHER GOVERNMENT, STATE, TERRITORY, GOVERNMENTAL DISTRICT OR MUNICIPALITY OR OF ANY INSTRUMENTALITY THEREOF.

- F. TO MAKE CONTACTS AND GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE IT'S NOTES, BONDS AND OTHER OBLIGATIONS AND SECURE ANY OF IT'S OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL OR ANY OF IT'S PROPERTY, FRANCHISES AND INCOME.
- G. TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND RE-INVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED.
- H. TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES AND EXERCISE THE POWER GRANTED BY THIS ACT WITHIN OR WITHOUT THIS STATE.
- I. TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION.
- J. TO MAKE AND ALTER BYLAWS, NOT INCONSISTENT WITH ITS ARTICLES OF INCORPORATION OR WITH THE LAWS OF THE STATE, FOR THE ADMINISTRATION AND REGULATION OF THE AFFAIRS OF THE CORPORATION.
- K. TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC, OR EDUCATIONAL PURPOSES.
- L. TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY.
- M. TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE.

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TALLAHASSEE, FLORIDA

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N. TO HAVE AND EXERCISE ALL POWERS NECESSARY OR  
CONVENIENT TO EFFECT IT'S PURPOSE.

#### ARTICLE V : SHARES OF STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THIS  
CORPORATION SHALL HAVE AUTHORITY TO ISSUE SHALL BE  
ONE THOUSAND SHARES OF COMMON CLASS ONLY WITH A PAR  
VALUE OF [ \$ 1.00 ] DOLLAR PER SHARE. EACH HOLDER OF  
COMMON STOCK IN THIS CORPORATION SHALL BE ENTITLED TO  
ONE VOTE FOR EACH SHARE OF COMMON STOCK HELD BY HIM  
OR HER.

#### ARTICLE VI : PRE - EMPTIVE RIGHTS

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE  
PRE-EMPTIVE RIGHTS TO ACQUIRE UN-ISSUED OR TREASURY  
SHARES OF THE CORPORATION, OR SECURITIES OF THE  
CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO  
SUBSCRIBE TO OR ACQUIRE SHARES IN SAID CORPORATION.

#### ARTICLE VII : PRINCIPLE PLACE OF BUSINESS

THE STREET ADDRESS OF THE CORPORATION'S PRINCIPLE  
PLACE OF BUSINESS IS AS FOLLOWS, TO-WIT :  
97 N.E. HWY 351 , CROSS CITY, FL 32628



ARTICLE VIII : REGISTERED AGENT

THE NAME AND ADDRESS OF THE CORPORATION'S  
INITIAL REGISTERED AGENT FOR PROCESS OF SERVICE IS AS  
FOLLOWS : ANELIA FUTCH 97 N.E. HWY 351  
CROSS CITY, FL 32628

ARTICLE IX : BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THIS CORPORATION  
SHALL CONSIST OF ONE OR MORE MEMBERS, AND THE EXACT  
NUMBER THEREOF TO BE FIXED BY THE BYLAWS OF SAID  
CORPORATION. THE INITIAL BOARD OF DIRECTORS SHALL  
CONSIST OF ONE/TWO MEMBERS WHOSE NAMES AND  
ADDRESSES ARE AS FOLLOWS, TO-WIT :

NAME	ADDRESS
ANELIA FUTCH	97 N.E. HWY 351 CROSS CITY , FL 32628
BART FUTCH	97 N.E. HWY 351 CROSS CITY , FL 32628

SAID MEMBERS OF THE INITIAL BOARD OF DIRECTORS SHALL  
HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING, AND UNTIL  
SAID SUCCESSOR SHALL HAVE BEEN ELECTED AND QUALIFIED,  
OR UNTIL RESIGNATION, REMOVAL FROM OFFICE OR DEATH,  
WHICHEVER SHALL FIRST OCCUR.

ARTICLE X : INCORPORATORS

THE FOLLOWING PERSON(S) SHALL ACT AS THE  
INCORPORATORS OF : CROSS CITY FLORIST, INC.

BY SIGNING AND DELIVERING, OR CAUSING TO BE  
DELIVERED, SAID ARTICLES OF INCORPORATION, IN DUPLICATE,  
TO THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA :

NAME :	ADDRESS
ANELIA FUTCH	97 N.E. HWY 351 CROSS CITY FL 32628
BART FUTCH	97 N.E. HWY 351 CROSS CITY, FL 32628


ARTICLE XI : BY - LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL  
BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS.  
BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS MAY BE  
REPEALED OR CHANGED.

THE BY-LAWS MAY CONTAIN ANY PROVISIONS FOR THE  
REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE  
CORPORATION NOT INCONSISTENT WITH THE LAW OR THE  
ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED  
SUBSCRIBING INCORPORATORS, HAVE HEREUNTO SET OUR  
BONDS AND SEALS THIS 1<sup>ST</sup> DAY OF OCTOBER 2006 FOR THE  
PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF  
THE STATE OF FLORIDA, AND WE HEREBY MAKE AND FILE IN  
THE OFFICE OF THE SECRETARY OF STATE, STATE OF FLORIDA,  
THIS CERTIFICATE OF INCORPORATION, AND CERTIFY THAT THE  
FACTS HEREIN STATED ARE TRUE.

  
ANELIA FUTCH PRES.

  
BART FUTCH V. PRES

  
ANELIA FUTCH SEC/TREAS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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