

PO8 000020312

(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



000118609540

02/22/08--01020--009 **122.50

FILED
2008 FEB 22 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

FEB 26 2008

EXAMINER



Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

February 19, 2008

By Federal Express Overnight No. 8626 8052 8099

Florida Department of State
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Charles Lavin, Jr. Enterprises, Inc.

Dear Sir or Madam:

The enclosed Certificate of Conversion and Articles of Incorporation are submitted to convert the above "Other Business Entity" into a "Florida Profit Corporation", in accordance with Section 607.1115, Florida Statutes. Additionally enclosed is this firm's check, in the amount of \$122.50, representing filing fees, certified copy and certificate of status fees.

Once you have had the opportunity to file the above documents, please return the certified copy and certificate of status to our office. A return overnight envelope is enclosed for this purpose.

Should you require further information concerning this matter, please do not hesitate to contact our office at the number below.

Very truly yours,

Harter Secrest & Emery LLP

John S. Sarrett

DIRECT DIAL: (239) 598-5810
E-MAIL: JSARRETT@HSELAW.COM

JSS:pac

cc: Charles M. Lavin, Jr.

Alan F. Hilfiker, Esq.

2008 FEB 22 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FL 32301

CERTIFICATE OF CONVERSION

FOR

CHARLES LAVIN JR. ENTERPRISES, INC.,
(an Illinois corporation)

INTO

CHARLES LAVIN JR. ENTERPRISES, INC.
(a Florida corporation)

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert CHARLES LAVIN JR. ENTERPRISES, INC., an Illinois profit corporation into a Florida profit corporation in accordance with § 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion is CHARLES LAVIN JR. ENTERPRISES, INC.
2. The "Other Business Entity" is a profit corporation first incorporated under the laws of the State of Illinois on February 7, 1977.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is CHARLES LAVIN JR. ENTERPRISES, INC.
4. This Certificate of Conversion is effective on the date filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned officer and director of CHARLES LAVIN JR. ENTERPRISES, INC., has hereunto set his hand this 14th day of February, 2008.

CHARLES LAVIN JR. ENTERPRISES, INC.

By: _____

Charles M. Lavin, Jr.
Charles M. Lavin, Jr.
Secretary and Director

FILED
2008 FEB 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHARLES LAVIN JR. ENTERPRISES, INC.
(a Florida corporation)

FILED
2008 FEB 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of the corporation (the "Corporation") hereby being formed under the Florida Business Corporation Act, §§ 607.0101 et seq., Florida Statutes (the "Business Corporation Act"), certifies that:

FIRST: The name of the Corporation is CHARLES LAVIN JR. ENTERPRISES, INC. (the "Corporation").

SECOND: The principal place of business and mailing address of the Corporation is to be 7400 Estero Boulevard, Unit 618, Fort Myers Beach, Florida 33931.

THIRD: The aggregate number of shares which the Corporation shall have the authority to issue is NINE THOUSAND (9,000) shares of Common Stock, which share shall be of a single class of common stock, ONE and 00/100 Dollar (\$1.00) par value, and ONE THOUSAND (1,000) shares of preferred stock, which shares shall be of a single class of preferred stock, ONE HUNDRED and 00/100 Dollars (\$100.00) par value.

FOURTH: The registered agent of the Corporation upon whom process against the Corporation may be served is ALAN F. HILFIKER, Esq., whose post office address is:

Alan F. Hilfiker, Esq.
Harter Secrest & Emery LLP
5551 Ridgewood Drive, Suite 405
Naples, Florida 34108

FIFTH: Whenever shareholders are required or permitted to take action by vote, such action may be taken without a meeting, without prior notice and without a vote, on written consent, setting forth the action so taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

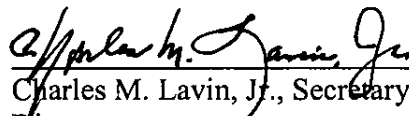
SIXTH: The duration of the Corporation shall be perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

SEVENTH: The name and address of the sole incorporator is as follows:

Charles M. Lavin, Jr..
7400 Estero Boulevard, Unit 618
Fort Myers, Florida 33931

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 14th day of February, 2008.

INCORPORATOR:

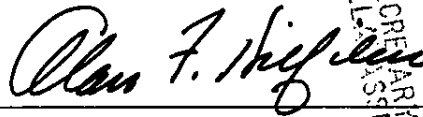


Charles M. Lavin, Jr., Secretary and
Director

ACCEPTANCE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Having been named as registered agent and to accept service of process for Charles Lavin Jr. Enterprises, Inc. at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Alan F. Hilfiker, Esq.

Dated: February 19, 2008

2008 FEB 22 PM 4:20
STATE
SECRETARY
TALLAHASSEE
FLORIDA

FILED

UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND DIRECTOR
OF
CHARLES LAVIN JR. ENTERPRISES, INC.
(a Florida corporation)

FILED
2008 FEB 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole shareholder and director of CHARLES LAVIN JR. ENTERPRISES, INC., a Florida corporation, hereby consents to the following actions, taken without a meeting, pursuant to the provisions of the Florida Business Corporation Act, Chapter 607:

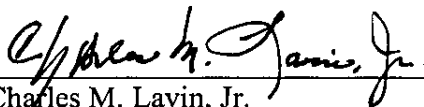
The following Resolutions are hereby adopted:

RESOLVED, that the Certificate of Conversion attached to this Consent providing for the conversion of the state of organization of CHARLES LAVIN JR. ENTERPRISES, INC, an Illinois corporation ("LAVIN ILLINOIS") to Florida, is hereby adopted and approved and a copy of such Certificate of Conversion shall be inserted into the Minute Book of the Corporation.

FURTHER RESOLVED, that any and all actions hereafter taken by the officers or directors of the Corporation, acting for or on behalf of the Corporation, are ratified, approved and confirmed in their entirety; and

FURTHER RESOLVED, that the officers of the Corporation are authorized to do all things necessary, proper and convenient, to carry out the intent of the foregoing Resolutions, in the best interests of the Corporation.

Dated as of 2-14th, 2008



Charles M. Lavin, Jr.
Sole Shareholder and Director