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2008 MAR -7 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BOCCHINO CONSTRUCTION, 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:

J. Keith M. Sands, Esq.  
(Contact Person)

J. Keith M. Sands, P. A.  
(Firm/Company)

4720 Salisbury Road, Suite 56  
(Address)

Jacksonville, FL 32256  
(City, State and Zip Code)

For further information concerning this matter, please call:

J. Keith M. Sands, Esq. at ( 904 ) 737-3753  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$105.00 Filing Fees	<input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status	<input checked="" type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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**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**

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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 § 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

**BOCCHINO CONSTRUCTION, L.L.C.**

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on August 10, 2004.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

**BOCCHINO CONSTRUCTION, INC.**

4. The effective date shall be the date of filing.

Signed this 28<sup>th</sup> day of February, 2008.

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

Printed Name: WILLIAM M. BOCCHINO

Title: President

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
BOCCHINO CONSTRUCTION, INC.**

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**ARTICLE I**

**Name**

The name of this corporation is **BOCCHINO CONSTRUCTION, INC.**

**ARTICLE II**

**Nature of Business**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**Capital Stock**

The authorized capital of this corporation shall be One Million (1,000,000) shares of common stock with a par value of \$0.01 per share. Five Hundred Thousand (500,000) shares of the stock shall be designated "Series A Stock" and Five Hundred Thousand (500,000) shares of the stock shall be designated "Series B Stock." The only difference between the Series of stock shall be that each holder of Series A Stock shall be entitled to one vote for each share of Series A Stock standing in the name of the holder on the books of the Corporation and the holders of Series B Stock shall not be entitled to vote.

**ARTICLE IV**

**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE V**

**Address**

The initial street address of the principal office of this corporation is:

12276 San Jose Boulevard  
Suite 312  
Jacksonville, FL 32223

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

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ARTICLE VI  
Directors

This corporation shall have two (2) directors initially. The number of Directors may be increased or decreased from time to time, by Bylaws adopted by the shareholders.

ARTICLE VII  
Initial Director

The name and street address of the member of the first Board of Directors is:

ELIZABETH BOCCHINO 12276 San Jose Boulevard, Suite 312, Jacksonville, FL 32223

WILLIAM M. BOCCHINO 12276 San Jose Boulevard, Suite 312, Jacksonville, FL 32223

VII  
Incorporator

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

William M. Bocchino  
12276 San Jose Boulevard  
Suite 312  
Jacksonville, FL 32223

ARTICLE VIII  
Section 1244 Stock

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE IX  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

4720 Salisbury Road, Suite 56  
Jacksonville, Florida 32256

The name of the registered agent of this corporation located at the address above is:

J. Keith M. Sands

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ARTICLE X  
Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed at any time, and from time-to-time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a shareholder herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI  
Effective Date

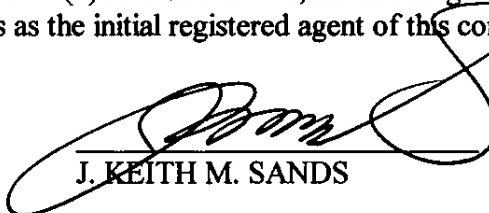
The existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida.

The undersigned submits these Articles of Incorporation for the purpose of filing same with the Office of the Secretary of State of the State of Florida.

  
WILLIAM M. BOCCINO

Acceptance of Appointment as Registered Agent

Pursuant to Section 607.0501(3) Florida Statutes, the undersigned certifies that he is familiar with and accepts the obligations as the initial registered agent of this corporation.

  
J. KEITH M. SANDS

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