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A. LUNT

MAY -9 2008

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SANI AIRE, 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:

Truman J. Costello  
(Contact Person)  
Costello, Royston & Wicker, LLP  
(Firm/Company)  
12670 New Brittany Blvd. #101  
(Address)  
Fort Myers, FL 33907  
(City, State and Zip Code)

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For further information concerning this matter, please call:

Truman Costello at ( 239 ) 939-2222  
(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:

Sani Aire, 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 May 22, 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:

Florida

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

Sani Aire, 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 6th day of May, 2008.

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

Printed Name: Truman J. Costello Title: Secretary/Treasurer/Incorporator/  
Director

**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  
SANI AIRE, INC.

TRUMAN J. COSTELLO, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for SANI AIRE, INC.

ARTICLE I  
(Name)

The name of the corporation shall be: SANI AIRE, INC.

ARTICLE II  
(Duration)

The period of its duration is perpetual.

ARTICLE III  
(Nature of Business)

The purpose of this Corporation is to transact in any and all lawful activities and businesses permitted under the laws of the State of Florida, the United States of America or any other state, country, territory or nation.

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ARTICLE IV  
(Capital Structure)

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V  
(Principal Office)

The principal place of business and mailing address of this corporation shall be: 12670 New Brittany Blvd., Suite 101, Fort Myers, FL 33907.

ARTICLE VI  
(Incorporator)

The name and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
TRUMAN J. COSTELLO	12670 New Brittany Blvd. #101 Fort Myers, FL 33907

ARTICLE VII  
(Initial Registered Agent and Address)

The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
TRUMAN J. COSTELLO	12670 New Brittany Blvd. #101 Fort Myers, FL 33907

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ARTICLE VIII  
(Directors)

The number of directors constituting the initial Board of Directors of the corporation is three (3). Each initial director shall serve until the first annual meeting of shareholders or until his or her successor has been elected and shall qualify. The name and address of each initial director is:

<u>Name</u>	<u>Address</u>
CHARLES F. McDOWELL, III	617 SE 46 <sup>th</sup> Terrace... Cape Coral, FL 33904
TRUMAN J. COSTELLO	1221 Shadow Lane Fort Myers, FL 33901
MICHAEL COSTELLO	1447 Collins Road Fort Myers, FL 33919

ARTICLE IX  
(Officers)

The initial officers, who shall serve at the pleasure of the Board of Directors, and their addresses are as follows:

<u>Name and Office</u>	<u>Address</u>
CHARLES F. McDOWELL, III - President	617 SE 46 <sup>th</sup> Terrace Cape Coral, FL 33904
TRUMAN J. COSTELLO - Secretary/ Treasurer	1221 Shadow Lane Fort Myers, FL 33901

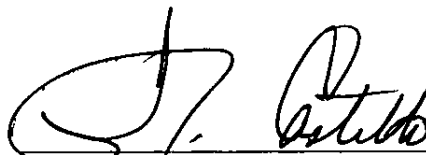
ARTICLE X  
(Pre-Emptive Rights)

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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IN WITNESS WHEREOF, TRUMAN J. COSTELLO, as Incorporator, has  
executed the foregoing Articles of Incorporation on this 6TH day  
of May, 2008.



TRUMAN J. COSTELLO  
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: SANI AIRE, INC.
2. The name and address of the registered agent and office is TRUMAN J. COSTELLO, 12670 New Brittany Blvd. #101, Fort Myers, Florida, 33907.

Dated this 6<sup>th</sup> day of May, 2008.

  
\_\_\_\_\_  
TRUMAN J. COSTELLO, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

Dated this 6<sup>th</sup> day of May, 2008.

  
\_\_\_\_\_  
TRUMAN J. COSTELLO, Registered  
Agent

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