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B. KOHR

DEC 18 2008

EXAMINER

AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5457

December 18, 2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Tallahassee Contractors, Inc.**

Dear Madam/Sir:

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 Section 607.1115, Florida Statutes. Enclosed is our check in the amount of:

☐ \$105.00
Filing Fees

☐ \$113.75
Filing Fees &
Certificate of Status

☒ \$113.75
Filing Fees &
Certified Copy

☐ \$122.50
Filing Fees,
Certified Copy &
Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,

Donna Marie Walters

Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

h:\taxtrap\sandco inc\conversion tc llc\scs ltr 20081218 tc llc convert.doc
016301.81428

EFFECTIVE DATE 12/29/08

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
A FLORIDA PROFIT CORPORATION**

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08 DEC 18 PM 4:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 Section 607.1115, Florida Statutes.

1. The name of the Other Business Entity is:

TALLAHASSEE CONTRACTORS, LLC

L06000063893

2. The Other Business Entity is a limited liability company first organized under the laws of Florida on June 23, 2006.

3. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is:

TALLAHASSEE CONTRACTORS, INC.

4. The plan of conversion was approved by the converting Florida limited liability company in accordance with Chapter 608, F.S.

5. The conversion shall be effective on December 29, 2008.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by the undersigned as Managing Member of **TALLAHASSEE CONTRACTORS, LLC**, as of the 10th day of December, 2008.

Florida Profit Corporation:

TALLAHASSEE CONTRACTORS, INC.

By: Behzad Ghazvini

Behzad Ghazvini, President

Other Business Entity:

TALLAHASSEE CONTRACTORS, LLC

By: **G Contracting, LLC, Managing Member**

By: Behzad Ghazvini

Behzad Ghazvini, Managing Member

**ARTICLES OF INCORPORATION
OF
TALLAHASSEE CONTRACTORS, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective December 29, 2008.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article 1.
Name and Principal Office**

EFFECTIVE DATE 12/29/08

The name of this Corporation shall be **TALLAHASSEE CONTRACTORS, INC.** The principal place of business and mailing address of this Corporation shall be 4708 Capital Circle NW, Tallahassee, Florida 32303-7217.

**Article 2.
Nature of Business**

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

**Article 3.
Stock**

The authorized capital stock of this Corporation shall consist of one hundred (100) shares of voting common stock with no par value. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article 4.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article 5.
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

G CONTRACTING, LLC
Attn.: Behzad Ghazvini
4708 Capital Circle NW
Tallahassee, Florida 32303-7217

Article 6.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

Article 7.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301-1805. The name of the initial Registered Agent of the Corporation at the above address shall be **Robert A. Pierce**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

Article 8.
Number of Directors

This Corporation shall have at least one (1) Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

Article 9.
Initial Board of Directors

The initial Board of Directors shall consist of three (3) persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

Behzad Ghazvini
4708 Capital Circle NW
Tallahassee, Florida 32303-7217

Hossein Ghazvini
4708 Capital Circle NW
Tallahassee, Florida 32303-7217

Mehran Ghazvini
4708 Capital Circle NW
Tallahassee, Florida 32303-7217

**Article 10.
Officers**

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Behzad Ghazvini 4708 Capital Circle NW Tallahassee, Florida 32303-7217
Vice President	Hosseini Ghazvini 4708 Capital Circle NW Tallahassee, Florida 32303-7217
Secretary/Treasurer	Mehran Ghazvini 4708 Capital Circle NW Tallahassee, Florida 32303-7217

**Article 11.
Transactions In Which Directors
Or Officers Are Interested**

11.01. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors, or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee that authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

- A. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
- B. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

11.02. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

Article 12.
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

Article 13.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation as of the 10th day of December, 2008.




BEHZAD GHAZVINI
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

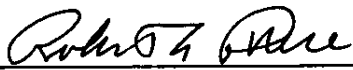
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

TALLAHASSEE CONTRACTORS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301-1805, as its initial registered office and has named **Robert A. Pierce**, located at said address, as its initial Registered Agent.



BEHZAD GHAZVINI
Incorporator
Date: December 10, 2008

Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Robert A. Pierce
Registered Agent
Date: December 10, 2008