

P08000109613

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

W08000055497

Office Use Only



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12/12/08--01034--007 **105.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

DEC 19 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: R.B.M.C. Company, 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:

Paul A. Krasker, Esq.
(Contact Person)

Moyle, Flanigan, Katz, Breton, White & Krasker, P.A.
(Firm/Company)

625 N. Flagler Drive, 9th Floor
(Address)

West Palm Beach, FL 33401
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Paul A. Krasker, Esq. at (561) 659-7500
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

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

MOYLE, FLANIGAN, KATZ, BRETON, WHITE & KRASKER, P.A.
ATTORNEYS AT LAW

Office Delivery:
625 North Flagler Drive - 9th Floor
West Palm Beach, Florida 33401-4025

Post Office Delivery:
P.O. Box 3888
West Palm Beach, Florida 33402-3888

Telephone: (561) 659-7500
Facsimile: (561) 659-1789

HAL R. BRADFORD
Direct Line: (561) 822-0329
E-mail: hbradford@moylelaw.com

Wellington Office
(561) 227-1560

December 18, 2008

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building - Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Certificate of Conversion and Articles of Incorporation
R.B.M.C. Company, Inc.**

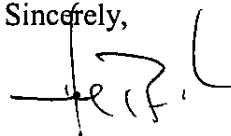
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08 DEC 19 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

We have received your letter regarding the above-referenced corporation, a copy of which is enclosed as requested. Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation which was missing from our original filing documents. We have previously submitted to you our check in the amount of \$105.00 payable to Department of State. An enclosed, stamped envelope is enclosed for your convenience.

Thank you for your prompt attention to this matter.

Sincerely,



Hal R. Bradford

HRB:smw
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 15, 2008

PAUL A. KRASKER, ESQ.
MOYLE, FLANIGAN, KATZ, BRETON, WHITE & K
625 N.FLAGLER DRIVE, 9TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: R.B.M.C. COMPANY, INC.
Ref. Number: W08000055497

We have received your document for R.B.M.C. COMPANY, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attached form must be completed in order to file the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 108A00060353

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOYLE, FLANIGAN, KATZ, BRETON, WHITE & KRASKER, P.A.
ATTORNEYS AT LAW

Office Delivery:
625 North Flagler Drive - 9th Floor
West Palm Beach, Florida 33401-4025

Post Office Delivery:
P.O. Box 3888
West Palm Beach, Florida 33402-3888

Telephone: (561) 659-7500
Facsimile: (561) 659-1789

HAL R. BRADFORD
Direct Line: (561) 822-0329
E-mail: hbradford@moylelaw.com

Wellington Office
(561) 227-1560

December 11, 2008

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building - Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

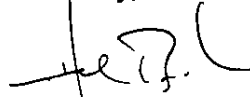
**Re: Certificate of Conversion and Articles of Incorporation
R.B.M.C. Company, Inc.**

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Certificate of Conversion and Articles of Incorporation for the above-referenced company, together with a check in the amount of \$105.00 payable to Department of State to cover the costs of Florida incorporation. Enclosed is an addressed, stamped envelope for your convenience.

Thank you for your prompt attention to this matter.

Sincerely,



Hal R. Bradford

HRB:smw

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:

R.B.M.C. COMPANY, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation

(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 Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

on December 13, 1996

(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:**

R.B.M.C. COMPANY, 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.)

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TALLAHASSEE, FL 32301

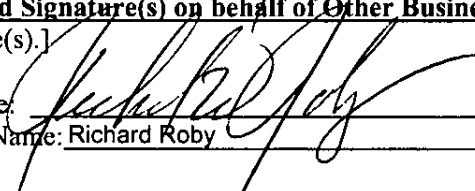
Signed this 30th day of November, 20 08.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: 

Printed Name: Richard Roby Title: Director

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 

Printed Name: Richard Roby Title: Director

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

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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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

R.B.M.C. COMPANY, INC.

The undersigned hereby establishes the following 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 of Corporation

The name of this Corporation shall be R.B.M.C. Company, Inc. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address of the Corporation is 600 Riverside Drive, Apt. A325, Dublin, Ohio 43017 and the principal place of business of the Corporation is 600 Riverside Drive, Apt. A325, Dublin, Ohio 43017.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

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TALLAHASSEE, FLORIDA

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive 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 thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law

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TALLAHASSEE, FLORIDA

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Richard Roby

600 Riverside Drive, Apt. A325
Dublin, OH 43017

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


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TALLAHASSEE, FLORIDA

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Paul A. Krasker,
625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 25th day of November, 2008.


Paul A. Krasker, Incorporator

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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25th day of November
2008, by Paul A. Krasker, as Incorporator of R.B.M.C. Company, Inc., on behalf of the
Corporation, and he is personally known to me or has produced
as identification and did take an oath.




Notary Name: 

Notary Public: _____

Serial (Commission) Number: _____
(if any)

I hereby accept appointment as Registered Agent of R.B.M.C. Company, Inc., as provided in
Article VII, hereof.


Paul A. Krasker, Registered Agent