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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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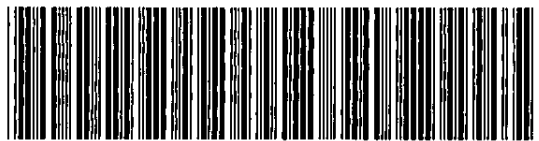
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

JAN 26 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HEARTSPIRATIONS, 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:

Leslie Seabury
(Contact Person)

Heartsprations
(Firm/Company)

34705 Crusenberry Way
(Address)

Zephyrhills, FL. 33511
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Leslie Seabury at (813) 417-5201
(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:

Heartspirations, LLC
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LLC 1080000095628
(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 October 9, 2008
(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:

N/A

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

Heartspirations, 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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Signed this 16 day of January, 2009.

Required Signature for Florida Profit Corporation:

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

Printed Name: Leslie Seabury Title: President

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

Signature: Leslie Seabury
Printed Name: Leslie Seabury Title: member/incorporator

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)

*Paid
Check
Cash*

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TALLAHASSEE, FLORIDA

**Articles of Incorporation
Of
Heartspirations, Inc.**

We, the undersigned, with other persons being desirous of forming a Corporation for the purposes hereinafter stated, under the provisions of Chapter 607 of the Florida Statutes, Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME and OFFICE**

- 1.1 The name of the corporation is **Heartspirations, Inc.**
- 1.2 The location of the office of the business is 34705 Crusenberry Way, Zephyrhills, FL. 33541

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**ARTICLE II
DURATION**

- 2.1 The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

- 3.1 Such agent hereby acknowledges and accepts appointment as Corporation Registered Agent. The registered agent of the corporation shall be Leslie Seabury who fully understands the duties of that office and agrees to receive notice and service for the Corporation. The registered Office of the Corporation shall be 34705 Crusenberry Way, Zephyrhills, FL. 33541.

ARTICLE IV PURPOSES

- 4.1 The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Laws of the State of Florida. More specifically, these purposes shall include but not be limited to: the production and sale of unique designer items for sale to the general public.

ARTICLE V SHARES

- 5.1 The corporation shall issue shares of stock. The aggregate number of shares which this Corporation shall have authority to issue is 1000 shares of \$1.00 par value stock.
- 5.2 The initial shareholders are:
Erica Schmied- 510 shares of stock
Leslie Seabury- 490 shares of stock

ARTICLE VI BY-LAWS

- 6.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and set forth in the By-Laws. The original By-Laws shall be adopted by the Board of Directors of the corporation. Therefore, By-Laws may be adopted, altered, amended or repealed by the Board of Directors in accordance with the By-Laws.

ARTICLE VII DIRECTORS

- 7.1 The business affairs of this corporation shall have 3 directors initially. The number of the directors may be increased from time to time, by the By-Laws, but shall never be less than 1 or more than, 9, unless the By-Laws are subsequently amended. A director may be removed as outlined in the By-Laws.
- 7.2 Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

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- 7.3 The names and address of the persons who are to serve as directors for the year or until the first annual meeting of the corporation are:

| | NAME | ADDRESS |
|----|----------------|---|
| 1. | Erica Schmied | 34705 Crusenberry Way, Zephyrhills, FL. 33541 |
| 2. | Leslie Seabury | 34705 Crusenberry Way, Zephyrhills, FL. 33541 |
| 3. | Yoemy Waller | 1755 Brenford Crest Drive, Riverview FL 33579 |

ARTICLE VIII OFFICERS

- 8.1 The officers of the corporation shall be a President, Vice President, Secretary and Treasurer.
- 8.2 The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

| OFFICE | NAME |
|------------------------|----------------|
| 1. President/Treasurer | Leslie Seabury |
| 2. Vice President | Erica Schmied |
| 3. Secretary | Yoemy Waller |

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Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

ARTICLE IX MISCELLANEOUS

- 9.1 The extent of personal liability, if any, for directors or officers for corporate obligations and the methods of enforcement and collection, are as follows: NONE. Further, the Directors and Officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event Florida law is subsequently amended to authorize the further elimination or limitation of the liability of Directors or Officers of profit corporations, then the liability of the directors and Officers of the corporation in addition to the limitation on personal liability provided under this Article, shall be limited to the fullest extent permitted by such later amended Florida law.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate this dated this 16th day of JAN, 2009, and say that we are the Incorporator(s) herein and have read the above and foregoing Articles of Incorporation and know the contents thereof.

Dated this 16 day of JAN, 2009.

INCORPORATOR(S)

Leslie Seabury
Leslie Seabury

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:

Leslie Seabury
Leslie Seabury

State of Florida)

: §

County of Pasco)

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On the 16 day of JAN, 2009 personally appeared before me Leslie Seabury, the signer(s) of the within instrument, who duly acknowledged to me they executed the same.

Mary Adele Cluck
Notary Public



MARY ADELE CLUCK
MY COMMISSION # DD 406537
EXPIRES: March 13, 2009
Bonded Thru Budget Notary Services