

PD9000023147

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

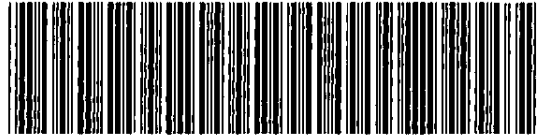
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200145108692

03/12/09--01028--013 **113.75

FILED
09 MAR 12 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAR 13 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KECPAL CONSULTING, 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:

JOSE A. PINEDA
(Contact Person)

J AND E ACCOUNTING SERVICES, INC.
(Firm/Company)

5742 S SEMORAN BLVD
(Address)

ORLANDO, FLORIDA 32822
(City, State and Zip Code)

FILED
09 MAR 12 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JOSE A PINEDA at (407) 488-9142
(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 checked="" 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

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:

KECPAL HOLDINGS, LLC LD8 0000 40415
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a KECPAL CONSULTING, INC.
(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 APRIL 22, 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:**

KECPAL CONSULTING, INC.
(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: 3/12/09
(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.)

FILED
09 MAR 12 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 10 day of MARCH, 20 09.

Required Signature for Florida Profit Corporation:

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

Printed Name: JOSEPH LAPCHICK Title: PRESIDENT

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

Signature: [Signature]
Printed Name: JOSEPH LAPCHICK Title: MANAGER

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)

FILED
09 MAR 12 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KECPAL CONSULTING, INC.

The undersigned subscriber to these Articles of incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is KECPAL CONSULTING, INC. (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

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

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3127 BELLINGHAM DRIVE, ORLANDO, FLORIDA, 32825 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

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

Jose A Pineda
4300 S. Semoran Blvd. Suite 203
Orlando, Florida 32822

FILED
09 MAR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J AND E ACCOUNTING SERVICES, INC.

www.jandeaccounting.com

4300 S. Semoran Blvd. Suite 203, Orlando, Florida 32822

Phone: 407-488-9142 – Fax 817-977-0258

ARTICLE 5 – CORPORATE CAPITALIZATION

5.1 The maximum number of shares that this Corporation is Authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE CENT (\$. 01)**.

5.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

5.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

5.4 No holders of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

5.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 6 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

6.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

J AND E ACCOUNTING SERVICES, INC.

www.jandeaccounting.com

4300 S. Semoran Blvd. Suite 203, Orlando, Florida 32822

Phone: 407-488-9142 – Fax 817-977-0258

FILED
MAR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this corporation shall take any action , or make any transfer or other disposition of the shareholders' shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

6.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

**ARTICLE 7 – THE INITIAL OFFICER(S) AND/OR DIRECTOR(S) OF
THE CORPORATION IS/ARE**

Title: P
JOSEPH M. LAPCHICK
3127 BELLINGHAM DRIVE
ORLANDO, FLORIDA, 32825

Title: VP
JOSEPH M. LAPCHICK
3127 BELLINGHAM DRIVE
ORLANDO, FLORIDA, 32825

FILED
09 MAR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and Transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

J AND E ACCOUNTING SERVICES, INC.

www.jandeaccounting.com

4300 S. Semoran Blvd. Suite 203, Orlando, Florida 32822

Phone: 407-488-9142 – Fax 817-977-0258

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 3127 BELLINGHAM DRIVE, ORLANDO, FLORIDA 32825. The name and Address of the registered agent of this Corporation is JOSEPH M. LAPCHICK, 3127 BELLINGHAM DRIVE, ORLANDO, FLORIDA 32825.

ARTICLE 13 – BYLAWS

The board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the Affirmative vote of a number of Directors equal to a majority of the number who would constitute a full board of Director(s) at the time of such action shall be necessary to take any action for the making , alteration, amendment or repeal of the Bylaws.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

J AND E ACCOUNTING SERVICES, INC.

www.jandeaccounting.com

4300 S. Semoran Blvd. Suite 203, Orlando, Florida 32822

Phone: 407-488-9142 – Fax 817-977-0258

FILED
09 MAR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 15 – AMENDMENT

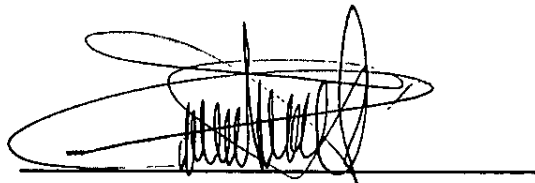
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation

ARTICLE 16 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees or agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Article of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the

ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the forgoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such person.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this

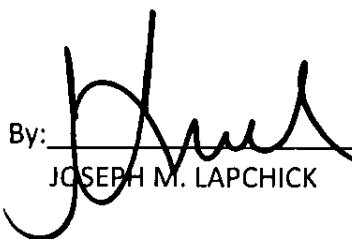


Jose A Pineda, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

NAME OF THE REGISTERED AGENT, having a business office at 2137 BELLINGHAM DRIVE, ORLANDO, FLORIDA, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

JOSEPH M. LAPCHICK

By: 
JOSEPH M. LAPCHICK

FILED
09 MAR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J AND E ACCOUNTING SERVICES, INC.

www.jandeaccounting.com

4300 S. Semoran Blvd. Suite 203, Orlando, Florida 32822

Phone: 407-488-9142 – Fax 817-977-0258