

PO9000032829

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

L05-119665

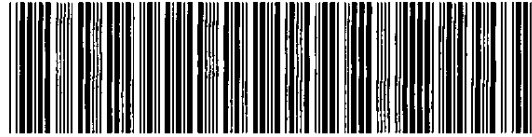
W09-14031

**A. LUNT**

APR 13 2009

**EXAMINER**

Office Use Only



300146409213

FILED

2009 APR 10 AM 11:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03/23/09--01040--016 \*\*122.50



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 25, 2009

AGNES DOBSA  
55 N. PLAZA DRIVE  
UNIT 2  
PALM COAST, FL 32137

SUBJECT: BRIDALS BY AGNES, INC.  
Ref. Number: W09000014031

We have received your document for BRIDALS BY AGNES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 209A00010083

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BRIDALS BY AGNES, 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:

AGNES DOBSA +  
(Contact Person)

BRIDALS BY AGNES, INC +  
(Firm/Company)

55 N. PLAZA DRIVE, UNIT 2 +  
(Address)

PALM COAST FL 32137 +  
(City, State and Zip Code)

For further information concerning this matter, please call:

AGNES DOBSA + at ( 386 + ) 447-8686 +  
(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 type="checkbox"/> \$113.75 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input checked="" type="checkbox"/> <del>\$122.50</del> Filing Fees,<br>Certified Copy, and<br>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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

**BRIDALS BY AGNES, 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 12/14/2005  
(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**:

**BRIDALS BY AGNES, INC**

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: 04/01/09  
(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.)

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Signed this 14TH day of MARCH

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**Required Signature for Florida Profit Corporation:**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Printed Name: AGNES DOBSA Title: PRESIDENT

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

Signature: Agnes Dobsa

Printed Name: AGNES DOBSA Title: PRES.

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)

# ARTICLES OF INCORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

## ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

BRIDALS BY AGNES, INC.

## ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

**MAILING ADDRESS: 55 N. PLAZA DR., UNIT 2, PALMCOAST, FL 32137**

**BUSINESS ADDRESS: 55 N. PLAZA DR., UNIT 2, PALMCOAST, FL 32137**

## ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

**100 SHARES AUTHORIZED**

## ARTICLE IV ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

**BENJAMIN SAVY**  
**25 PINE CONE DRIVE, SUITE 2A**  
**PALM COAST, FL 32164**

## ARTICLE V: INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS(ARE):

**AGNES DOBSA**  
**55 N. PLAZA DR., UNIT 2**  
**PALM COAST, FL 32137**

## **ARTICLE VI: PURPOSES OF THE CORPORATION**

PURPOSE: TO MANUFACTURE, PRODUCE, PURCHASE OR OTHERWISE ACQUIRE, SELL, IMPORT, EXPORT, DISTRIBUTE AND DEAL IN GOODS, WARES, SERVICES, MERCHANDISE AND MATERIALS OF ANY KIND AND DESCRIPTION. THE FOREGOING PURPOSES AND ACTIVITIES WILL BE INTERPRETED AS EXAMPLES ONLY AND NOT AS LIMITATIONS, AND NOTHING THEREIN SHALL BE DEEMED AS PROHIBITING THE CORPORATION FROM EXTENDING ITS ACTIVITIES TO ANY RELATED OR OTHERWISE PERMISSIBLE LAWFUL BUSINESS PURPOSES WHICH MAY BECOME NECESSARY, PROFITABLE OR DESIRABLE FOR THE FURTHERANCE OF THE CORPORATE OBJECTIVES EXPRESSED ABOVE.

## **ARTICLE VII: BOARD OF DIRECTORS**

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY ITS BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE FIXED BY THE BOARD OF DIRECTORS, BUT IN NO EVENT SHALL BE LESS THAN ONE. MEMBERS OF THE BOARD OF DIRECTORS MAY OR MAY NOT BE SHAREHOLDERS, OFFICERS OR EMPLOYEES OF THE CORPORATION.

## **ARTICLE VIII: OFFICERS**

THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, ONE OR MORE VICE PRESIDENTS, A SECRETARY AND A TREASURER, EACH OF WHOM SHALL BE ELECTED BY THE BOARD OF DIRECTORS. SUCH OTHER OFFICERS AND ASSISTANT OFFICERS AS MAY BE DEEMED NECESSARY MAY BE ELECTED OR APPOINTED BY THE BOARD OF DIRECTORS, INCLUDING A CHAIRMAN OF THE BOARD. IN ITS DISCRETION, THE BOARD OF DIRECTORS MAY LEAVE UNFILLED FOR ANY SUCH PERIOD AS IT MAY DETERMINE ANY OFFICE EXCEPT THOSE OF PRESIDENT AND SECRETARY. ANY TWO OR MORE OFFICES MAY BE HELD BY THE SAME PERSON. OFFICERS OF THE CORPORATION ARE AS FOLLOWS:

**PRESIDENT: AGNES DOBSA, 55 N. PLAZA DR., UNIT 2, PALM COAST, FL 32137**

## **ARTICLE IX: INDEMNITY**

THE CORPORATION SHALL INDEMNIFY ITS DIRECTORS, OFFICERS AND EMPLOYEES AS FOLLOWS:

(A) EVERY DIRECTOR, OFFICER OR EMPLOYEE OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY OR IMPOSED UPON HIM/HER IN CONNECTION WITH ANY PROCEEDING TO WHICH HE/SHE MAY BE MADE A PARTY, OR IN WHICH HE/SHE MAY BECOME INVOLVED, BY REASON OF BEING OR HAVING BEEN A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR ENTERPRISE, OR ANY SETTLEMENT THEREOF, WHETHER OR NOT HE/SHE IS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT AT THE TIME SUCH EXPENSES ARE INCURRED, EXCEPT IN SUCH CASES WHEREIN THE DIRECTOR, OFFICER OR EMPLOYEE IS ADJUDGED GUILTY OF WILLFUL MISFEASANCE OR MALFEASANCE IN THE PERFORMANCE OF HIS/HER DUTIES; PROVIDED THAT IN THE EVENT OF A SETTLEMENT THE INDEMNIFICATION HEREIN SHALL APPLY ONLY WHEN THE BOARD OF DIRECTORS APPROVES SUCH SETTLEMENT AND REIMBURSEMENT AS BEING FOR THE BEST INTERESTS OF THE CORPORATION.

(B) THE CORPORATION SHALL PROVIDE TO ANY PERSON WHO IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION OR IS OR WAS SERVING AS THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR ENTERPRISE, THE INDEMNITY AGAINST EXPENSES OF SUIT, LITIGATION OR OTHER PROCEEDINGS WHICH IS SPECIFICALLY PERMISSIBLE UNDER APPLICABLE LAW.

(C) THE BOARD OF DIRECTORS MAY, IN ITS DISCRETION, DIRECTS THE PURCHASE OF LIABILITY INSURANCE BY WAY OF IMPLEMENTING THE PROVISIONS OF THIS ARTICLE.

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TALLAHASSEE, FLORIDA

## ARTICLE X:

### CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. CONTRACTS. THE BOARD OF DIRECTORS MAY AUTHORIZE ANY OFFICER OR OFFICERS, AGENT OR AGENTS, TO ENTER INTO ANY CONTRACT OR EXECUTE AND DELIVER ANY INSTRUMENT IN THE NAME OF AND ON BEHALF OF THE CORPORATION, AND SUCH AUTHORITY MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES.

SECTION 2. LOANS. NO LOANS SHALL BE CONTRACTED ON BEHALF OF THE CORPORATION AND NO EVIDENCES OF INDEBTEDNESS SHALL BE ISSUED IN ITS NAME UNLESS AUTHORIZED BY A RESOLUTION OF THE BOARD OF DIRECTORS. SUCH AUTHORITY MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES.

SECTION 3. CHECKS, DRAFTS, ETC. ALL CHECKS, DRAFTS OR OTHER ORDERS FOR THE PAYMENT OF MONEY, NOTES OR OTHER EVIDENCES OF INDEBTEDNESS ISSUED IN THE NAME OF THE CORPORATION, SHALL BE SIGNED BY SUCH OFFICER OR OFFICERS, AGENT OR AGENTS OF THE CORPORATION AND IN SUCH MANNER AS SHALL FROM TIME TO TIME BE DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS.

SECTION 4. DEPOSITS. ALL FUNDS OF THE CORPORATION NOT OTHERWISE EMPLOYED SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES OR OTHER DEPOSITORIES AS THE BOARD OF DIRECTORS MAY SELECT.

## ARTICLE XI: EFFECTIVE DATE

THE EFFECTIVE DATE OF THIS CORPORATION SHALL BE April 1st, 2009.

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 1st DAY OF April, 2009.

(AN ADDITIONAL ARTICLE MUST BE ADDED IF AN EFFECTIVE DATE IS REQUESTED.)

  
**SIGNATURE: (AGNES DOBSA)**

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
SIGNATURE

NOTARIZATION IS NOT REQUIRED

NOTE: AFFIXING AN OFFICER TITLE AFTER A SIGNATURE OF AN INCORPORATOR DOES NOT CONSTITUTE THE DESIGNATION OF OFFICERS.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT /REGISTERED OFFICE**

**FILED**  
2009 APR 10 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


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/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: BRIDALS BY AGNES, INC.  
55 N. PLAZA DRIVE, UNIT 2  
PALM COAST, FL 32137

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

BENJAMIN SAVY  
(NAME)  
25 PINE CONE DRIVE, SUITE 2A  
(P. O. BOX OR MAIL DROP BOX NOT ACCEPTABLE)  
PALM COAST, FL 32164  
(CITY/STATE/ZIP)

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.

  
(SIGNATURE)

1st DAY OF April, 2009  
(DATE)