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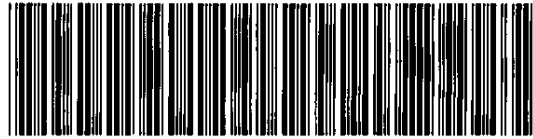
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

J. BRYAN
JUN 17 2009
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ULTIMATE LOUNGE CHAIR, 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:

MARK Feinstein Esq.
(Contact Person)

Feinstein + Sorota P.A.
(Firm/Company)

290 N.W. 165 ST M-500
(Address)

Miami, FL 33169
(City, State and Zip Code)

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For further information concerning this matter, please call:

MARK Feinstein, Esq. at (305) 944-4777
(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

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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:

ULTIMATE Lounge CHAIR, LLC #M08000000500
(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 Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on 7-29-05
(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**:

ULTIMATE Lounge CHAIR, INC.
(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: N/A
(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.)

Signed this 9TH day of June, 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: HOWARD COHAN Title: Pres. / Director

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

Signature: [Signature]
Printed Name: HOWARD COHAN Title: MANAGING MEMBER

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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**ARTICLES OF INCORPORATION
OF
ULTIMATE LOUNGE CHAIR, INC.**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, being the natural person competent to contract, hereby associate himself to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be **ULTIMATE LOUNGE CHAIR, INC.**

ARTICLE II - NATURE OF BUSINESS

This corporation will engage in business under the laws of the State of Florida.

ARTICLE III-CAPITAL STOCK

The Aggregate number of shares of capital stock which the corporation has authority to issue is 1,000.00 shares, all of which shall be common stock with a par value of \$1.00 per share. Shares of capital stock in this corporation shall be issued initially to the following person in the amounts set opposite his name:

Howard Cohan

100 Shares

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V - PRINCIPAL OFFICE

The mailing address and post office address of the principal office of this corporation shall be: 508 - 1 NE 7th Avenue, Fort Lauderdale, FL, or at such other place as may hereafter be designated by the Board of Directors. The post office address of the registered office of this corporation shall be 290 NW 165th Street, Mezzanine 500, Miami, FL 33169, or at such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be Feinstein & Sorota, P.A., Mark D. Feinstein, Esq., whose business address is and will be identical with the registered office of the corporation.

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ARTICLE VI-NUMBER OF DIRECTORS

This corporation shall not less than one (1) director initially. The number of directors may increase or decrease from time to time by Bylaws adopted by the shareholders but shall never be less than one.

ARTICLE VII-SUBSCRIBERS

The name and post office addresses of the subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
Howard Cohan President	508-1 NE 7 th Avenue Ft. Lauderdale, FL 33301

ARTICLE VIII- INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the initial members of the first board of directors are:

HOWARD COHAN President	508-1 NE 7 TH AVE Ft. Lauderdale, FL 33301
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ARTICLE IX-CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership, shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purposes of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

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ARTICLE X-PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed hereinabove may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - SPECIAL PROVISIO

Any action taken by the directors of this corporation, which is in their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice and call of such meeting in writing and providing a majority of the directors shall have approved the action taken at such meeting. Any action by the shareholders of this corporation which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not a lawful notice shall have been given to all shareholders as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice and call of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting. Nothing in this Article shall be construed to allow any act by the Board of Directors to be approved by less than a majority of the directors, or whenever a greater vote is required by law or by the Bylaws, by that vote. Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of the shareholders, or whenever a greater vote is required by law or by the Bylaws, by that vote.

ARTICLE XIII - FURTHER POWERS

This corporation shall have the further right and power to, from time to time, determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them, shall be open to inspection of shareholders, and no shareholder shall have any right to inspect any account, book or document of this corporation, except as conferred by statute, unless authorized by resolution of the shareholders or by the Board of Directors. The corporation may, in its Bylaws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of statute) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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ARTICLE XIV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
Barbara, Florida, on this 9 day of June, 2009.

Howard Cohan
HOWARD COHAN

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TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF Pinellas) SS

BEFORE ME, the undersigned authority, this day personally appeared HOWARD COHAN, to me well known to be the identical person described in and who executed the attached Articles of Incorporation of ULTIMATE LOUNGE CHAIR, INC, and he acknowledged before me that she signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at
Barbara, Pinellas County, Florida, on this 9 day of June, 2009.

Mark Feinstein
Notary Public State of Florida at large

My commission expires:



ARTICLE XV-
INITIAL REGISTER AGENT AND STREET ADDRESS

I, MARK FEINSTEIN, ESQ, HAVING BEEN NAMED to serve as Registered Agent for ULTIMATE LOUNGE CHAIR, INC., I hereby agree to act in this capacity and agree to comply with the provisions of Florida Statute relative to keeping said office open.

Mark Feinstein
MARK D. FEINSTEIN, ESQ.
Feinstein & Sorota, P.A.
Mezzanine 500-CitiCentre
290 NW 165th Street
Miami, FL 33169