

# P09000068561

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(Business Entity Name)

(Document Number)

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Certificates of Status \_\_\_\_\_

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2009 AUG 11 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

C. LEWIS

AUG 14 2009

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** C. X. Blaster Co., 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:

Eric Magnuson

Contact Person

C. X. Blaster Co.

Firm/Company

6408 Evanston Street

Address

Weeki Wachee, FL 34613

City, State and Zip Code

sclark@johnston-sasser.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eric Magnuson

Name of Contact Person

at ( 352 )

596-6310

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**

**FILED**  
2009 AUG 11 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

C. X. Blaster Company

Enter Name of Other Business Entity

2. The "Other Business Entity" is a profit corporation  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Illinois  
(Enter state, or if a non-U.S. entity, the name of the country)

on 08/15/1986  
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:**

C. X. Blaster Co., 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.)

Signed this 3th day of August, 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: Eric Magnuson

Printed Name: Eric Magnuson Title: President

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

Signature: Eric Magnuson  
Printed Name: Eric Magnuson Title: President

Signature: Sally Magnuson  
Printed Name: Sally Magnuson Title: Vice-president

Signature: Sally Magnuson  
Printed Name: Sally Magnuson Title: Sec. / Treasurer

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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**C. X. BLASTER CO., INC.**

**FILED**

**2009 AUG 11 PM 1:04**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is C. X. BLASTER CO., INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

The general purposes for which the Corporation is organized are the following:

- A. To engage in the business of Toy Manufacturing
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have no par value.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this corporation and the street address is Eric

Magnuson, 6408 Evanston Street, Weeki Wachee, FL 34613. The principal office and mailing address of this corporation is 6408 Evanston Street, Weeki Wachee, FL 34613.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the initial Board of Directors of this corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Eric Magnuson	6408 Evanston Street Weeki Wachee, FL 34613
Sally Magnuson	6408 Evanston Street Weeki Wachee, FL 34613

#### **ARTICLE VII - INCORPORATOR(S)**

The name and address of the Incorporator is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Eric Magnuson	6408 Evanston Street Weeki Wachee, FL 34613

#### **ARTICLE VIII - PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance

thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

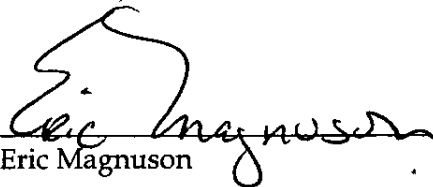
#### **ARTICLE IX - STOCK TRANSFER RESTRICTIONS**

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

#### **ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

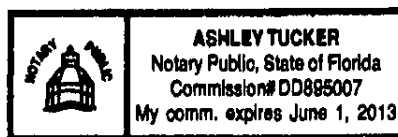
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 5th day of ~~July~~ August 2009.

  
Eric Magnuson

STATE OF FLORIDA  
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me by Eric Magnuson, who is personally known to me or who produced FL DL as identification, and who did not take an oath, this 9th day of ~~July~~ August 2009.

  
Notary Public



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TALLAHASSEE, FLORIDA



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

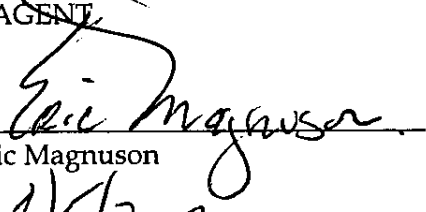
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 C. X. BLASTER CO., INC.
2. The name and address of the registered agent and office is:

Eric Magnuson, 6408 Evanston Street, Weeki Wachee, FL 34613

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.

  
Eric Magnuson

8/5/2009  
Date