

P09000080055

(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



300160832033

09/25/09--01043--026 **113.75

FILED
09 SEP 25 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES

SEP 28 2009

EXAMINER

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Brian V. Bergman
Melissa R. Smith

September 22, 2009

Certified Mail return receipt Requested
Article # 7007 2680 0000 8592 4211

Florida Department of State
Division of Corporations
Clifton Bldg.
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: Joseph D. Shein, Inc.
Our File No. 4846-1

Dear Sir/Madam:

On behalf of the above-referenced corporation, I enclose herewith an original of the fully executed and notarized Articles of Incorporation, original Certificate of Conversion for Limited Liability Company into Florida Corporation together with our firm check in the amount of \$113.75.

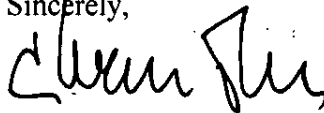
Please cause the original copy of the Articles of Incorporation and Certificate of Conversion to be filed among the corporate records of the State of Florida with an effective date of September 21, 2009. Please return one (1) certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee - Articles of Incorporation	\$70.00
Filing Fee - Certificate of Conversion	35.00
Certified Copy Fee	<u>8.75</u>
TOTAL	\$113.75

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:ir

Enclosures

cc: Mr. Joseph D. Shein
Ms. Janet M. Shein
Tamara Stack, Esq. (via email only)

W:\4846-1\wp\Div of Corp Ltr sndng Art of Inc & Cert of Conversion Joseph D. Shein, Inc.wpd

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
FLORIDA PROFIT CORPORATION**

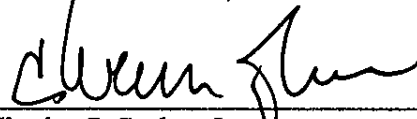
FILED
09 SEP 25 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Florida Limited Liability Company into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes:

- FIRST: The name of the Florida Limited Liability Company immediately prior to the filing of this Certificate of Conversion is JOSEPH D. SHEIN, LLC, which is a Limited Liability Company first organized, formed or incorporated under the laws of the State of Florida on May 18, 2009.
- SECOND: The name of the Florida Profit Corporation, as set forth in the attached Articles of Incorporation, shall be JOSEPH D. SHEIN, INC.
- THIRD: The effective date of such conversion shall be 9/21/09.

WITNESS my hand and seal this 21 day of September 2009

JOSEPH D. SHEIN, INC.


Charles S. Sacher, Incorporator

JOSEPH D. SHEIN, LLC


Joseph D. Shein, Manager


Janet M. Shein, Manager

ARTICLES OF INCORPORATION
OF
JOSEPH D. SHEIN, INC.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

JOSEPH D. SHEIN, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

445 Grand Bay Drive
Unit 203
Key Biscayne, FL 33149

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

FILED
09 SEP 25 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303 Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This Corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the Corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The Corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the Corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

FILED
09 SEP 25 PM 4:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This Corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

Joseph D. Shein

ADDRESS

445 Grand Bay Drive
Unit 203
Key Biscayne, FL 33149

FILED
09 SEP 25 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Janet M. Shein

445 Grand Bay Drive
Unit 203
Key Biscayne, FL 33149

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, JOSEPH D. SHEIN, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as Sacher, Martini & Sacher, P.A., 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida 33134, and has named CHARLES S. SACHER as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBER

The name and residence address of the Subscriber to these Articles of Incorporation are as follows:

NAME

Charles S. Sacher

ADDRESS

2655 LeJeune Rd., Suite 1101
Coral Gables, FL 33134

ARTICLE XI

SCOPE OF ARTICLES

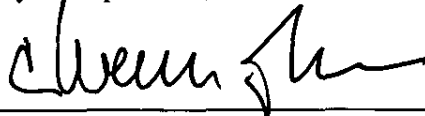
The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 21st day of September, 2009, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 21 day of September, 2009.

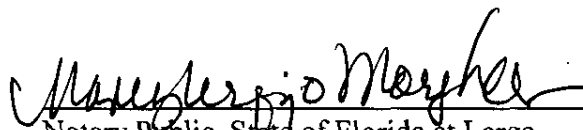

Charles S. Sacher

09 SEP 21 PM 4:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

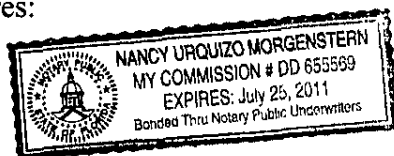
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Charles S. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 21 day of September, 2009.

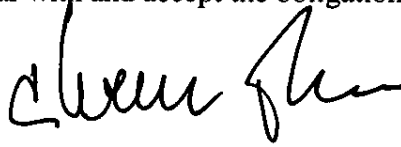

Notary Public, State of Florida at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for JOSEPH D. SHEIN, INC., at place designated in ARTICLE IX of the Articles of Incorporation to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.



(SEAL)

Charles S. Sacher, Registered Agent

W:\4846-1\JOSEPH D. SHEIN, LLC\Articles of Incorporation - Joseph D. Shein, Inc

FILED
09 SEP 25 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA