

PO 9000080804

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

L09-85159

(Document Number)

Certified Copies \_\_\_\_\_

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

Special Instructions to Filing Officer:

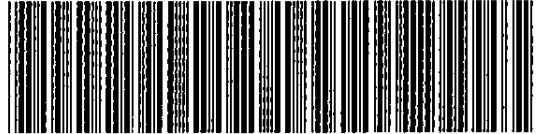
W09-4/302

A. LUNT

SEP 30 2009

EXAMINER

Office Use Only



900160236749

09/14/09--01062--009 \*\*113.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 15, 2009

MARTA V CASTELLANOS  
298 WEST 24TH STREET  
MIAMI, FL 33010

SUBJECT: EDDY FRESH PRODUCE CORPORATION  
Ref. Number: W09000041302

We have received your document for EDDY FRESH PRODUCE CORPORATION and your check(s) totaling \$113.75. 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: 409A00030425

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** EDDY FRESH PRODUCE CORPORATION

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:

MARTA V CASTELLANOS

Contact Person

Firm/Company

298 WEST 24TH STREET

Address

MIAMI, FLA 33010

City, State and Zip Code

martac786@aol.com

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

For further information concerning this matter, please call:

Marta V Castellanos

at ( 305 ) 510-7809

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:

EDDY FRESH PRODUCE LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a EDDY FRESH PRODUCE LLC  
(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 FLORIDA  
(Enter state, or if a non-U.S. entity, the name of the country)

on 09/02/2009

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:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

EDDY FRESH PRODUCE CORPORATION

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 09/11/09.  
(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 11 day of SEPTEMBER, 20 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: [Signature]

Printed Name: MARTA V CASTELLANO Title: DIRECTOR

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

Signature: Eddy Gonzales

Printed Name: EDDY GONZALES SR. Title: MGR

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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**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)

Signed this 11 day of SEPTEMBER, 20 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: [Signature]

Printed Name: MARTA V CASTELLANO Title: DIRECTOR

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

Signature: Eddy Gonzales  
Printed Name: EDDY GONZALES SR. Title: MGR

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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**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**  
**OF**

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**ARTICLE I**  
**NAME**

**EDDY FRESH PRODUCE CORPORATION**

The name of this Corporation is. **EDDY FRESH PRODUCE CORPORATION**

And its mailing address is 3232-34 NW 38<sup>TH</sup> Street Miami Florida 33142

**ARTICLE II**  
**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage In any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary incident to carrying out properly the objects herein mentioned.
- C To do anything and everything necessary, suitable, convenient or proper for accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or Incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$ 1.00 par value common stock, which shall be designated "Common Shares."

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ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is and the name of the initial registered agent of this Corporation is. EDDY GONZALES SR.

ARTICLE VI  
INITIAL DIRECTORS

The Corporation shall initially have three directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
MARTA V CASTELLANOS	3232 - 34 NW 38 STREET MIAMI, FLORIDA 33145

ARTICLE VII  
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII  
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation



ARTICLE IX  
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times.

ARTICLE X  
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation

ARTICLE XI  
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII  
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII  
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein

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provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV

INCORPORATOR

The name and address of the person signing these Articles is:

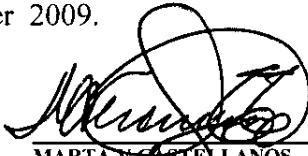
NAME

ADDRESS

MARTA V CASTELLANOS

3232-34 NW 38 STREET  
MIAMI FLORIDA 33142

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 10 day of September 2009.

  
MARTA V CASTELLANOS

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

} On this the 10 day of September 2009 before ,  
the undersigned Notary Public of the State of  
Florida personally appeared  
Marta V Castellanos  
whose name is subscribed to the  
within instrument, and he acknowledges that  
they executed it.

NOTARY PUBLIC  
SEAL OF OFFICE:

WITNESS my hand and official seal.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

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SECRETARY OF STATE

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH**

That desiring **EDDY FRESH PRODUCE CORPORATION** to organize under the laws of the State of Florida has named **Eddy Gonzales** . Located at 3232 NW 38<sup>TH</sup> St Miami, Florida 33142 .

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 10 day of September, 2009.

**REGISTERED AGENT:**

*Eddy Gonzales*  
Eddy Gonzales

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