

PD9000103195

(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

G. MCLEOD

DEC 30 2009

EXAMINER



400163781644

12/23/09--01034--012 **113.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
09 DEC 29 AM 11:54



Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A.

800 North Magnolia Avenue, Suite 1500
P.O. Box 2346 (ZIP 32802-2346)
Orlando, Florida 32803

407-841-1200
407-423-1831 Fax
www.deanmead.com

Attorneys and Counselors at Law

Orlando
Fort Pierce
Viera

CARL W. MATTHEWS

407-428-5164
cmatthews@deanmead.com

December 28, 2009

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Certificate of Conversion/Clayton & McCulloh Law Firm

Gentlemen:

Enclosed for filing are an original and one copy of a Certificate of Conversion for Clayton & McCulloh Law Firm and Articles of Incorporation for Clayton & McCulloh, P.A. together with this firm's check payable to the Department of State in the amount of \$113.75 for the filing fee and a certified copy. Please mail the certified copy to:

Carl W. Matthews, Paralegal
Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A.
P. O. Box 2346
Orlando, FL 32802-2346

Sincerely,

A handwritten signature in black ink, appearing to be 'Carl W. Matthews', written over a horizontal line.

Carl W. Matthews, Paralegal

:cxm

Enclosures

cc: Steven C. Lee, Esq.

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:

Clayton & McCulloh Law Firm

Enter Name of Other Business Entity

2. The "Other Business Entity" is a general partnership
(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 09/15/1987
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:**

Clayton & McCulloh, P.A.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 01/01/2010
(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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
09 DEC 29 AM 11:54

Signed this 23 day of December, 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: Kenneth M. Clayton

Printed Name: Kenneth M. Clayton Title: President

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

Signature: Kenneth M. Clayton
Printed Name: Kenneth M. Clayton Title: General Partner

Signature: Neal McCulloh
Printed Name: Neal McCulloh Title: General Partner

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
OF
CLAYTON & MCCULLOH, P.A.

The undersigned, each licensed to render services as an attorney at law under the laws of the State of Florida, acting as incorporators of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby form a corporation for profit under the laws of the State of Florida and adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Clayton & McCulloh, P.A.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 1065 Maitland Center Commons Blvd., Maitland, Florida 32751. The mailing address of the Corporation shall be 1065 Maitland Center Commons Blvd., Maitland, Florida 32751.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

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

The initial street address of the registered office of this Corporation in the State of Florida shall be 1065 Maitland Center Commons Blvd., Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The

name of the initial registered agent of this Corporation at that address is Kenneth M. Clayton.

The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

Kenneth M. Clayton	1065 Maitland Center Commons Blvd. Maitland, Florida 32751
--------------------	---

Neal McCulloh	1065 Maitland Center Commons Blvd. Maitland, Florida 32751
---------------	---

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. Each director shall be an attorney at law duly licensed to render services as such under the laws of the State of Florida.

D. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

Kenneth M. Clayton	1065 Maitland Center Commons Blvd. Maitland, Florida 32751
--------------------	---

Neal McCulloh	1065 Maitland Center Commons Blvd. Maitland, Florida 32751
---------------	---

ARTICLE VII - SHAREHOLDERS

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an attorney at law under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation

shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE VIII - PURPOSE

The general purpose for which this Corporation is organized shall be to engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice law therein.

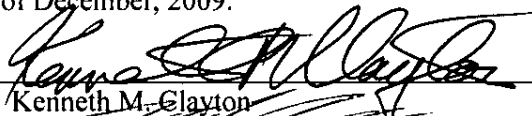
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - DATE OF EXISTENCE

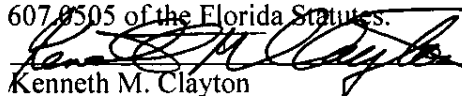
This Corporation shall exist perpetually, commencing on January 1, 2010.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation this 23 day of December, 2009.


Kenneth M. Clayton


Neal McCulloh

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


Kenneth M. Clayton

Date: December 23 2009