

P10000003130

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

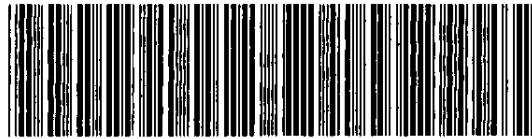
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JAN 13 2010

**EXAMINER**



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DIVISION OF CORPORATION  
10 JAN - 1 PM 3:48

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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Demeter Capital 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:

Matthew Demeter

Contact Person

Demeter Capital Corporation

Firm/Company

216 Seabreeze Circle

Address

Jupiter, FL 33477

City, State and Zip Code

mdemeter@demetercapital.com

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

For further information concerning this matter, please call:

Matthew Demeter

Name of Contact Person

at ( 561 )

319-0410

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**

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:

Demeter Capital Corporation

Enter Name of Other Business Entity

2. The "Other Business Entity" is a 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 North Carolina  
(Enter state, or if a non-U.S. entity, the name of the country)

on July 25th, 2002  
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:**

Demeter Capital Corporation

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: January 1st, 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.)

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DIVISION OF CORPORATION  
10 JAN -1 PM 3:48

Signed this 28th 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: Matthew Demeter

Printed Name: Matthew Demeter Title: Director

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

Signature: Matthew Demeter

Printed Name: Matthew Demeter Title: Director

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)

**ARTICLES OF INCORPORATION**

**In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

**ARTICLE I NAME**

The name of the corporation shall be:

**Demeter Capital Corporation**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

**216 Seabreeze Circle  
Jupiter, FL 33477**

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

**All lawful business (not a "Professional Corporation").**

**ARTICLE IV SHARES**

The number of shares of stock is:

**20,000,000**

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

**Matthew Demeter      216 Seabreeze Circle, Jupiter, FL 33477      Director**

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

**Matthew Demeter      216 Seabreeze Circle, Jupiter, FL 33477**

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

**Matthew Demeter      216 Seabreeze Circle, Jupiter, FL 33477**

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

Matthew Demeter  
Signature/Registered Agent

12/28/09  
Date

Matthew Demeter  
Signature/Incorporator

12/28/09  
Date

**ARTICLE VIII    EFFECTIVE DATE**

The effective date of incorporation for Demeter Capital Corporation shall be **January 1<sup>st</sup>, 2010.**

Matthew Demeter

Signature/Registered Agent

12/28/09

Date

Matthew Demeter

Signature/Incorporator

12/28/09

Date