

P10000037763

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. BRYAN

MAY - 3 2010

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** The Healthy Chef 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:

John Procacci  
Contact Person

The Healthy Chef, inc  
Firm/Company

1435 Howell Branch Rd, Suite C  
Address

Winter Park, FL 32789  
City, State and Zip Code

healthychef@cf1.cc.com  
E-mail address (to be used for future annual report notification)

For further information concerning this matter, please call:

Wendy Procacci at ( 407 ) 339 2433  
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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10 APR 30 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

**FILED**  
10 APR 30 AM 8:27  
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:

The Healthy Chef, LLC #L10000020317  
Enter Name of Other Business Entity

2. The "Other Business Entity" is a Limited Liability Company  
The Healthy Chef, Inc  
(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 October 16  
January 2003  
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:**

The Healthy Chef, 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 22 day of April, 2010.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: John Procacci

Printed Name: John Procacci Title: President

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

Signature: John Procacci

Printed Name: John Procacci Title: President

Signature: Wendy Procacci

Printed Name: Wendy Procacci Title: Vice President

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)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

The Healthy Chef, inc

**ARTICLE II      PRINCIPAL OFFICE**

The principal place of business/mailling address is:

1435 Howell Branch Rd.      Suite C  
Winter Park, FL 32789

**ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is:

For Profit Organization; in Food Service

**ARTICLE IV      SHARES**

The number of shares of stock is: 1,000,000

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

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

John Procacci      President  
Wendy Procacci      Vice President

**ARTICLE VI      REGISTERED AGENT**

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

John Procacci  
1435 Howell Branch Rd      Suite C  
Winter Park, FL 32789

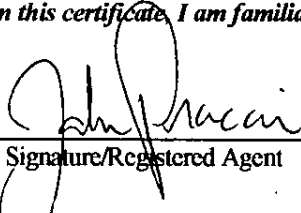
**ARTICLE VII      INCORPORATOR**

The name and address of the Incorporator is:

John Procacci P  
1435 Howell Branch Rd      Suite C  
Winter Park, FL 32789

\*\*\*\*\*

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

  
\_\_\_\_\_  
Signature/Registered Agent

\_\_\_\_\_  
Signature/Incorporator

April 27, 10  
\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

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10 APR 30 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA