

P10000096263

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

LL-37462

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

W1-45985

A. LUNT

NOV 29 2010

EXAMINER

Office Use Only



700185478217

09/28/10--01021--011 **113.75

2010 NOV 24 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MARCUS & MARCUS P.A.
200 NE 2nd DRIVE
HOMESTEAD, FLORIDA 33030
(305) 247-2116
(305) 247- 6855 FAX

Douglas J. Pracher
djp@marcuslaw.com

September 27, 2010

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Conversion of Crutchfield-Stephenson, LLC. to Crutchfield-Stephenson Inc.

Dear Sirs:

The enclosed are original Certificate of Conversion and Articles of Incorporation, and copies for date stamping for filing. Our check for \$113.75 for the filing fees and a Certificate of Status is also enclosed. This is a reconversion of the limited liability company back into the original corporation. The original conversion took place in April of this year. Please return all correspondence concerning this matter to the following:

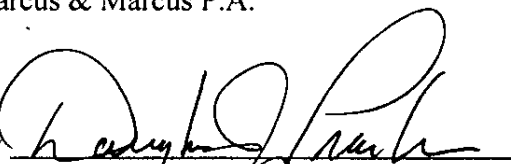
Douglas J Pracher
Marcus & Marcus P.A.
200 NE 2nd Drive
Homestead, Florida 33030

For further information concerning this matter, please call: Douglas J Pracher at (305) 247-2116.

Very Truly Yours

Marcus & Marcus P.A.

By


Douglas J. Pracher

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 1, 2010

DOUGLAS J PRACHER
MARCUS & MARCUS PA
200 NE 22ND DR
HOMESTEAD, FL 33030

SUBJECT: CRUTCHFIELD-STEPHENSON, INC.
Ref. Number: W10000045985

We have received your document for CRUTCHFIELD-STEPHENSON, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must have a signature for the resulting entity.

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: 810A00023328



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 12, 2010

DOUGLAS J PRACHER
MARCUS & MARCUS PA
200 NE 2ND DRIVE
HOMESTEAD, FL 33030

SUBJECT: CRUTCHFIELD-STEPHENSON, INC.
Ref. Number: W10000045985

We have received your document for CRUTCHFIELD-STEPHENSON, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Agnes Lunt
Regulatory Specialist II

Letter Number: 810A00023328

MARCUS & MARCUS P.A.
200 NE 2nd DRIVE
HOMESTEAD, FLORIDA 33030
(305) 247-2116
(305) 247- 6855 FAX

Douglas J. Pracher
djp@marcuslaw.com

October 18, 2010

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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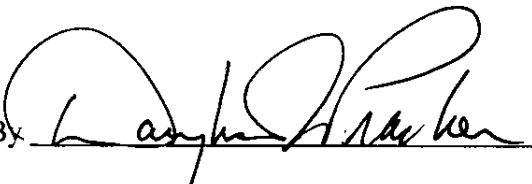
Re: Conversion of Crutchfield-Stephenson, LLC. to Crutchfield-Stephenson Inc.
Ref Number W1000045985
Letter Number 810A00023328

Dear Sirs:

Enclosed is a revised Certificate of Conversion with a signature of the resulting entity.

Very Truly Yours

Marcus & Marcus P.A.

By 
Douglas J. Pracher

Enclosures

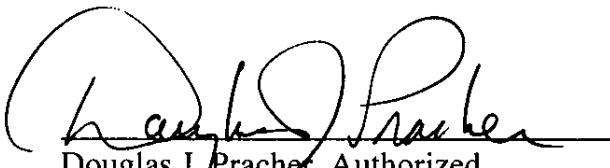
**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA PROFIT CORPORATION**

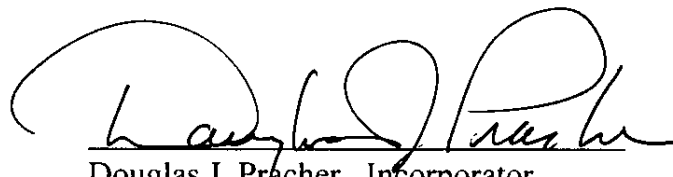
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TALLAHASSEE, FLORIDA

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: Crutchfield-Stephenson, LLC.
2. The "Other Business Entity" is a Florida limited liability company first organized, formed or incorporated under the laws of Florida on March 19, 2010..
3. If the jurisdiction of the "Other Business Entity" was not changed.
4. The name of the Florida Profit Corporation as set forth in the attached Articles of Crutchfield-Stephenson, Inc..
5. The effective date for this conversion is the date of filing with the Florida Secretary of State, Division of Corporations.

Signed this 27th day of September, 2010.


Douglas J. Pracher, Authorized
Representative of the members and
managers Crutchfield-Stephenson LLC.


Douglas J. Pracher., Incorporator
Crutchfield-Stephenson Inc.

**ARTICLES OF INCORPORATION
OF
CRUTCHFIELD-STEPHENSON, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

ARTICLE I

The name of the corporation shall be **CRUTCHFIELD-STEPHENSON, INC.**, hereinafter referred to as the Corporation. The principal and main mailing address is as follows: 35000 SW 212th Avenue, Florida City, Florida 33034.

ARTICLE II

The duration of this corporation shall be that it exist perpetually.

ARTICLE III

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

A) To own operate, run, and manage the business of procuring, breeding, and raising of reptiles and amphibians and related items, for sale by wholesale or retail and to exhibit them in public forums.

B) To acquire in any manner, enjoy, utilize, hold, sell,

assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.

C) To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

D) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

E) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

F) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the

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happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

G) To purchase, hold, sell and transfer shares of its own Capital stock, provided that it shall purchase its own shares of Capital Stock only from the surplus of its assets over its liabilities, including Capital Stock; and provided further that shares of its own Capital Stock so purchased and owned by it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

H) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

I) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

J) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote, and handle shares of stock in other corporations.

K) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof,

necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general either alone or in association with other corporations, firms or individuals, to carry on any business necessary or incidental to the accomplishment of the purposes, or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any Amendment thereof.

ARTICLE IV

This corporation is authorized to issue 250 shares of common stock.

ARTICLE V

The initial registered agent for this corporation is Douglas J. Pracher and the initial registered office is located at 200 NE 2nd Drive, Homestead, FL 33030.

ARTICLE VI

This corporation shall have one director initially. The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VII

The name and street address of each member of the first board of directors is:

Bruce Stephenson
35000 SW 212th Avenue
Florida City, Fl 33034

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200 NE 2nd Drive, Homestead, Florida 33030, Telephone 305-247-2116, Telafax 305-247-6855

he shall hold office until the first annual meeting of stockholders.

ARTICLE VIII

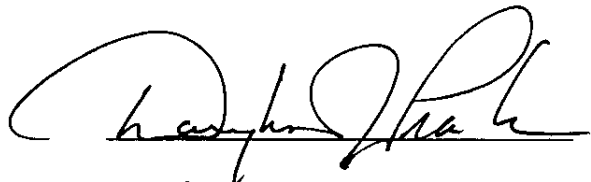
The name and street address of the incorporator is:

Douglas J Pracher
200 NE 2nd Drive
Homestead, FL 33030

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED this 27th day of September, 2010.



Douglas J. Pracher

STATE OF FLORIDA)
 ss.
COUNTY OF DADE)


MARCUS & MARCUS, P.A.

200 NE 2nd Drive, Homestead, Florida 33030, Telephone 305-247-2116, Telafax 305-247-6855

The foregoing instrument was acknowledged before me on the 27th
day of September, 2010, by Douglas J. Pracher, who has produced FL.D.L.
as identification and who did (not) take
an oath.


My Commission Expires:




Notary Public
State of Florida at Large

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at
the registered office designated in the foregoing Articles of
Incorporation, the undersigned accepts the designation.


Douglas J Pracher

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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200 NE 2nd Drive, Homestead, Florida 33030, Telephone 305-247-2116, Telfax 305-247-6855