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EXAMINER

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TALLAHASSEE, FLORIDA

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GREGORY S. HANSEN ***
J. PATRICK ANDERSON *
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TRIAL LAW
\$ BOARD CERTIFIED IN REAL
ESTATE LAW

December 15, 2010

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

**Re: All Florida Real Estate, LLC to All Florida Real Estate of Brevard, Inc.
Our File No. 206-0593**

Dear Sir or Madam:

In connection with conversion of the above-referenced limited liability company to a Florida profit corporation, enclosed please find a Certificate of Conversion, Articles of Incorporation, and this firm's check in the amount of \$122.50 (\$35.00 conversion fee, \$70.00 filing fee for Articles of Incorporation; \$8.75 certified copy; \$8.75 Certificate of Status).

Please file the Certificate and Articles and return a certified copy and Certificate of Status to my office.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

FRESE HANSEN

J. Patrick Anderson

JPA:pip
Enclosures

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION OF A
FLORIDA LIMITED LIABILITY COMPANY
TO A FLORIDA PROFIT CORPORATION**

ALL FLORIDA REAL ESTATE, LLC, a Florida limited liability company, files this Certificate of Conversion whereby it shall be converted to a Florida profit corporation pursuant to Section 607.1115, Florida Statutes. This conversion has been approved by all Members of ALL FLORIDA REAL ESTATE, LLC.

1. ALL FLORIDA REAL ESTATE, LLC, a Florida limited liability company, was formed in the State of Florida on July 7, 2006, and has not changed its jurisdiction.

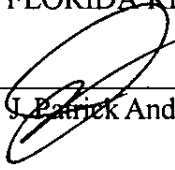
2. The name of the limited liability company immediately prior to the conversion is: ALL FLORIDA REAL ESTATE, LLC.

3. The name of the corporation, as set forth in the attached Articles of Incorporation, to which the limited liability company will be converted is: ALL FLORIDA REAL ESTATE OF BREVARD, INC.

4. The effective date of the conversion shall be upon filing of this Certificate and the Articles of Incorporation with the Department of State.

Dated this 15th day of December, 2010.

ALL FLORIDA REAL ESTATE, LLC

By:  J. Patrick Anderson, Authorized Representative

ALL FLORIDA REAL ESTATE
OF BREVARD, INC.

By:  J. Patrick Anderson, Incorporator

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL FLORIDA REAL ESTATE OF BREVARD, INC.

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is All Florida Real Estate of Brevard, Inc.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

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ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 200 Orlando Boulevard, Indialantic, Florida 32903. The initial address in Florida of the initial registered office of this Corporation is 2200 Front Street, Suite 301, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Mark T. Shaw
200 Orlando Boulevard
Indialantic, Florida 32903

April L. Shaw
200 Orlando Boulevard
Indialantic, Florida 32903

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ARTICLE VIII

The Directors of this Corporation shall adopt Bylaws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

The name and address of the initial incorporator is as follows: J. Patrick Anderson, 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 15th day of December, 2010.



J. Patrick Anderson

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



J. Patrick Anderson
Registered Agent

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