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SECRETARY OF STATE

J. BRYAN

MAR 2 2 2011 .

**EXAMINER** 

#### **Certificate of Conversion**

For

#### "Other Business Entity"

Into

#### Florida Profit Corporation

This Certificate of Conversion <u>and attached Articles of Incorporation</u> 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: **OBSESSIONS HAIR MODA, LLC** Enter Name of Other Business Entity 2. The "Other Business Entity" is a \_limited liability company (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 \_\_\_\_ (Enter state, or if a non-U.S. entity, the name of the country) January 27, 2009 Up 02/01/2009

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: OBSESSIONS HAIR MODA, 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.) 6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

Page 1 of 2

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is

currently organized, formed or incorporated.

Signed this 1st day of March	. 20 14 .
Required Signature for Florida Profit Corporate Individual signing affirms that the facts stated in the a third degree felony as provided for in s.817.155, I	is document are true. Any false information constitutes
Signature of Chairman, Vice Chairman, Director, C selected, an Incorporator:	
Printed Name: Valorie J. Holden Title:	President
stated in this document are true. Any false informat s.817.155, F.S. [See below for required signature(s).]	•
Printed Name: Valorie J. Holden	Title: MGMBR
Signature:Printed Name:	Title:
Signature:Printed Name:	_Title:
Signature:Printed Name:	m-< _ <b>m1</b>
Signature:Printed Name:	Title:
Signature:Printed Name:	the state of the s
If Florida General Partnership or Limited Liabilit Signature of one General Partner.	y Partnership:
If Florida Limited Partnership or Limited Liabilit Signatures of <u>ALL</u> General Partners.	y Limited Partnership:
If Florida Limited Liability Company: Signature of a Member or Authorized Representative.	
All others: Signature of an authorized person.	
Fees:  Certificate of Conversion: Fees for Florida Articles of Incorporation: Certified Copy: Certificate of Status:	\$35.00 \$70.00 \$8.75 (Optional) \$8.75 (Optional)

# ARTICLES OF INCORPORATION OF

# **OBSESSIONS HAIR MODA, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under the Florida Statutes.

#### ARTICLE 1 - NAME

The name of the Corporation is OBSESSIONS HAIR MODA, INC. (hereinafter referred to as "Corporation").

#### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

# ARTICLE 3 - PRINCIPAL OFFICE

The street address of the principal office of this Corporation shall be:

2414 Tamiami Trail, Unit 2, Port Charlotte, Florida 33952

# ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Valorie J. Holden 2414 Tamiami Trail Unit 2 Port Charlotte, Florida 33952

## **ARTICLE 5 - CORPORATE CAPITALIZATION**

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Thousand shares of common stock, each share having the par value of One Dollar (\$1.00).

- 5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 5.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 5.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 6 – SECTION 1244 STOCK**

The stock of this Corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued there-under. Such actions as are necessary will be taken by the appropriate Directors or officers accomplish this compliance.

#### ARTICLE 7 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 9 - TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

# ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### <u>ARTICLE 11 – APPOINTED OFFICERS</u>

President: Valorie J. Holden

2414 Tamiami Trail Unit 2 Port Charlotte, Florida 33952

Treasurer: Valorie J. Holden

2414 Tamiami Trail Unit 2 Port Charlotte, Florida 33952



#### ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of this Corporation is:

Valorie J. Holden 2414 Tamiami Trail Unit 2 Port Charlotte, Florida 33952

#### ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this
ACCEPTANCE OF REGISTERED AGENT DESIGNATED.
IN ARTICLES OF INCORPORATION
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
By: Valorie J. Holden , Registered Agent
State of Florida
County of Charlotte
The foregoing instrument was acknowledged before me this 15 day of March . 2011, by Valorie J. Holden.

Notary Public State of Florida

Karen A Townsend My Commission DD757098 Expires 02/10/2012

OR Produced Identification

Personally Known

Notary Signature

Type of Identification Produced