

P110000031080

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE
MAR 30 2011
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Picante, 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:

Timothy C. Schuler

Contact Person

Law Office of Timothy C. Schuler

Firm/Company

9075 Seminole Boulevard

Address

Seminole, Florida 33772

City, State and Zip Code

nicki@timschulerlaw.com

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

For further information concerning this matter, please call:

Timothy C. Schuler

Name of Contact Person

at (727) 398-0011

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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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11 MAR 29 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Picante, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company 11000023638
(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 02/24/11
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:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Picante, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: Upon filing
(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.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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TALLAHASSEE, FLORIDA

Signed this 23 day of MARCH, 20 11.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

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

Printed Name: Francis M. Scarritt, III Title: President

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: _____

Printed Name: Francis M. Scarritt, III Title: Manager/Member

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)

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11 MAR 29 AM 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PICANTE, INC.**

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is PICANTE, INC., and its principal office or mailing address is: 7081 Gulf Boulevard, St. Pete Beach, Florida 33706.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized generally for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock. None of the capital stock may be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder may sell or transfer her or his shares in such corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of such corporation.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 9075 Seminole Boulevard, Seminole, Florida 33772, and the name of the initial registered agent is Timothy C. Sullivan.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one.

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TALLAHASSEE, FLORIDA

The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
FRANCIS M. SCARRITT, III	7081 Gulf Boulevard St. Pete Beach, Florida 33706

ARTICLE 7: INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
FRANCIS M. SCARRITT, III	7081 Gulf Boulevard St. Pete Beach, Florida 33706

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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TALLAHASSEE, FLORIDA

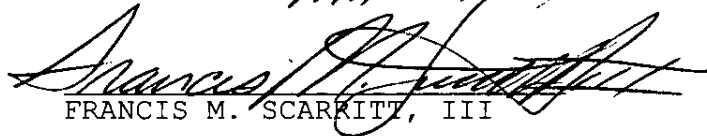
ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 12: DISQUALIFICATION

If any officer, shareholder, or employee of a corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, such corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of MARCH, 2011.


FRANCIS M. SCARRITT, III

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 23 day of MARCH, 2011.



TIMOTHY C. SCHULER, Registered Agent

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TALLAHASSEE, FLORIDA