

P11000044119

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

207-58612

(Document Number)

Certified Copies _____ Certificates of Status _____

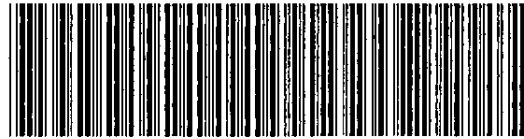
Special Instructions to Filing Officer:

A. LUNT

MAY -9 2010

EXAMINER

Office Use Only



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03/03/11--01038--005 **113.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 MAY -3 PM 12:01

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: L D & D Enterprises 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:

Lennard Gerth
Contact Person

L D & D Enterprises Inc
Firm/Company

6060 Winifred Masters Rd
Address

Elkton FL 32033
City, State and Zip Code

ldd@windstream.net
E-mail address: (to be used for future annual report notification)

- Enclosed: copies of:
- ① ETN: 90-0K48546
S corp Acceptance
 - ② Cert. of Conversion
from LLC TO 1120-S Corp.
pgs. 1 + 2.
 - ③ ART. of Inc. for
1120-S Corp
 - ④ Payment receipt
for 4/29/10 for LLC
Renewal.
 - ⑤ Check # 113.75

For further information concerning this matter, please call:

Dawn Gerth at (904) 347-1209
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input checked="" 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

2011 MAY -3 PM 12:01
TALLAHASSEE
OFFICE OF THE CLERK
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32033

IRS USE ONLY

39953-469-02135-9 A0157107 261
900448546 SB V



Department of the Treasury
Internal Revenue Service
CINCINNATI OH 45999-0038

For assistance, call:
1-800-829-0115

Notice Number: CP261
Date: April 20, 2009

Taxpayer Identification Number
90-0448546
Tax Form:
Tax Period:

039768.599072.0142.004 1 AT 0.346 530
|||||

L D & D ENTERPRISES
LENNARD GERTH
6060 WINFRED MASTERS RD
ELKTON FL 32033-3321604

Notice of Acceptance as an S Corporation

We have accepted your election to be treated as an S corporation beginning January 2, 2009. Your accounting period will end in December.

We would also like to take this opportunity to inform you of your tax obligations related to the payment of compensation to shareholder-employees of S corporations.

When a shareholder-employee of an S corporation provides services to the S corporation, reasonable compensation generally needs to be paid. This compensation is subject to employment taxes.

Tax practitioners and subchapter S shareholders need to be aware that Revenue Ruling 74-44 states that the Internal Revenue Service (IRS) will re-characterize small business corporation dividends paid to shareholders as salary when such dividends are paid to the shareholders in lieu of reasonable compensation for services.

The IRS may also re-characterize distributions other than dividend distributions as salary. This position has been supported in several recent court decisions.

If you have any questions about this notice or the action we have taken, please call us at the telephone number listed above. If you prefer, you may write to us at the address shown at the top of this notice. If you write to us, please provide your telephone number and the most convenient time for us to call so we can resolve your inquiry. Please return the bottom part of this notice to help us identify your case.

For tax forms, instructions and information visit www.irs.gov. (Access to this site will not provide you with your specific taxpayer account information.)

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

FILED
2011 MAY -3 PM 12:02
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:

L D & D Enterprises 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 Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on September 26, 2008
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:

FLORIDA

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

L D & D Enterprises, 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.

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 28 day of April, 20 11

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2011 MAY -3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: X Lennard Gerth

Printed Name: Lennard Gerth 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: X Lennard Gerth
Printed Name: Lennard Gerth Title: President

Signature: X Dawn Gerth
Printed Name: Dawn Gerth Title: Secretary

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)	

113.75

ARTICLES OF INCORPORATION

OF

L D & D ENTERPRISES , INC.

FILED
2011 MAY -3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida: and hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The Name of this Corporation shall be: **L D & D ENTERPRISES , INC.**

and its business shall be carried on in St. Johns County, Florida, and also within and without the State of Florida, and in the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II: PRINCIPAL OFFICE ADDRESS

The principal place of business/mailing address of this Corporation in the State of Florida is: 6060 Winifred Masters Rd.
Elkton, FL 32033

ARTICLE III: PURPOSE

The purposes for which this corporation is organized are as follows:

1. The transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.
2. To maintain offices in connection with said business and where necessary.
3. To engage in any activity or business permitted under the laws of the United States and of the State of Florida, its primary purpose to be:
Lawn Maintenance
4. This Corporation shall have perpetual existence unless dissolved by

action of law or by vote of the stockholders, and shall commence
business as of the date of filing of these Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV: SHARES

The maximum number of shares of stock that this Corporation is authorized to
Have outstanding at any time shall be five thousand (5,000) shares of common
stock, each share having a par value of One Dollar (\$1.00).

The capital stock may be paid for in property, labor, or services at a just
Valuation to be fixed by the Incorporators or by the Directors at a meeting called for
such purpose or at an organization meeting. Property, labor or services may also be
purchased or paid for with the capital stock at a just valuation of said property, to be
fixed by the Directors of the Company. Stock in other corporations or going busi-
nesses may be purchased by the Corporation, in return for the issuance of its
capital stock, and said purchases shall be on such basis and for such consideration
and the issuance of so much of the capital stock as the Directors of the Company
may decide.

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation
of the same kind, class or series as that which he already holds, shall have the right
to purchase his pro rata share thereof (as nearly as may be done without issuance
of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall
not be less than five hundred (\$500.00) dollars.

ARTICLE VII: INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have 1 directors initially, who need not be stockholders. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than one (1).

The names and addresses of the initial directors and officers are:

President: Lennard Gerth

Vice-President Lennard Gerth

Treasurer: Dawn Gerth

Secretary: Dawn Gerth

Directors: Lennard Gerth

ARTICLE VIII: INITIAL REGISTERED AGENT

The initial name and Florida street address of the registered agent for this Corporation is: Lennard Gerth
6060 Winifred Masters Rd.
Elkton, FL 32033

ARTICLE IX: INCORPORATOR

The names and address of each incorporator signing these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the considerations paid therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT PAID</u>
Lennard Gerth	6060 Winifred Masters Rd. Elkton, FL 32033	250	\$250.00
Dawn Gerth	6060 Winifred Masters Rd.	250	\$250.00

ARTICLE X: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI: AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator (s) has hereunto executed these Articles of Incorporation, this 28 day of April, 2011.

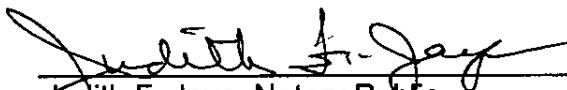

Signature of Incorporator

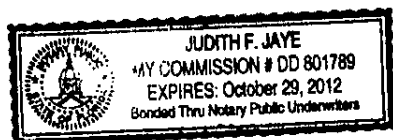
STATE OF FLORIDA }
COUNTY OF ST. JOHNS} SS:

BEFORE ME, the undersigned authority, personally appeared
Lennard Gerth
and personally known to me, who, after being first duly sworn, deposes and states that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 28th day of April, 2011.

My Commission Expires:


Judith F. Jaye, Notary Public



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2011 MAY -3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for
L D & D ENTERPRISES , INC., 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

4-28-11
Date



Signature/Incorporator

4-28-11
Date

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2011 MAY -3 PM 12:02
JACKSONVILLE, FLORIDA