

P11000048918

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies 4 Certificates of Status 1

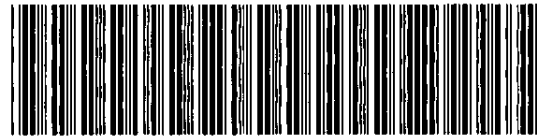
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MAY 24 2011

EXAMINER



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05/25/11--01001--006 **148.75

RECEIVED
11 MAY 24 PM 2:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
11 MAY 24 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Big Bend Property Preservation, 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:

Kathryn Tyner
Contact Person

Big Bend Property Preservation, Inc.
Firm/Company

522 Jep Martin Road
Address

Mt. Pleasant, FL 32334
City, State and Zip Code

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

For further information concerning this matter, please call:

Kathryn Tyner at (850) 509-6432
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 type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input checked="" type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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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

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

FILED

11 MAY 24 PM 2: 22

**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:

Big Bend Property Preservation, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Florida 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 July 6, 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:**

Big Bend Property Preservation, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: May 24, 2011.
(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 24th day of May, 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: James C. Godwin

Printed Name: James C. Godwin 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: James C. Godwin
Printed Name: James C. Godwin Title: Managing 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)

ARTICLES OF INCORPORATION
OF
Big Bend Property Preservation, Inc.

ARTICLE I – Name

The name of the corporation shall be Big Bend Property Preservation, Inc.

ARTICLE II – Purpose of Corporation

The general character or nature of the business and the obligations and purposes to be transacted, promoted, and carried on are to do any and all the things mentioned herein, as freely and to the same extent as natural persons might or could do, and in any part of the world, to-wit:

To conduct and engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III – Principal Office

The principal office of the corporation shall be 522 Jep Martin Road, Mt. Pleasant, Florida 32352, with a mailing address of 522 Jep Martin Road, Mt. Pleasant, Florida 32352, and the privilege of having branch offices at other addresses and places within or without the State of Florida.

ARTICLE IV – Incorporator

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

James C. Godwin
522 Jep Martin Road
Mt. Pleasant, FL 32352

And whose mailing address is: 522 Jep Martin Road
 Mt. Pleasant, FL 32352

ARTICLE V – Officers

The officers of the corporation shall be:

President:	James C. Godwin
Vice-President:	Jenifer Godwin
Treasurer:	Jenifer Godwin
Treasurer:	Kathryn Tyner
Secretary:	Kathryn Tyner

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VI - Directors

The Directors of the Corporation shall be:

James C. Godwin
Jenifer A. Godwin

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII – Corporate Capitalization

The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of ONE CENT (.01).

All holders of shares of common stock shall be identical with each other in every respect and the holders of common share shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

No holders of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

The Board of Directors 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 Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Directors 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 VIII – Sub-Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect, and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE IX – 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 X – Powers of Incorporation

The Corporation shall have the same powers as any 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 XI – Term of Existence

This Corporation shall have perpetual existence.

ARTICLE XII – Registered Owners

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.

ARTICLE XIII – Registered Office and Registered Agent

The initial address of registered office of this Corporation is 522 Jep Martin Road, Mt. Pleasant, Florida 32352. The name and address of the registered agent of this Corporation is James C. Godwin, 522 Jep Martin Road, Mt. Pleasant, FL 32352.

ARTICLE XIV – Bylaws

The Board of Directors of the Corporation shall have 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 Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV – Effective Date

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

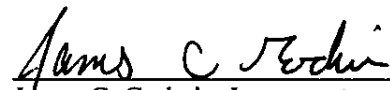
ARTICLE XVI – Amendment

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.

ARTICLE XVII – Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the Individual is or was a director, officer, employee, or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee, or agent as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees, or agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee, or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity for the Corporation. The Corporation may also pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation may also purchase and maintain insurance on behalf of an individual arising from individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of each person.

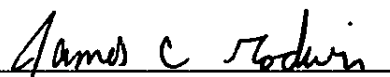
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 24 day of May, 2011.


James C. Godwin, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

James C. Godwin, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

James C. Godwin

By: 
James C. Godwin