

P11000064624

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

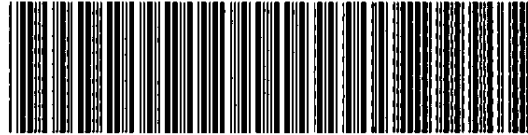
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W11000036711

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07/11/11--01023--008 **105.00

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TALLAHASSEE, FLORIDA

D. BRUCE
JUL 19 2011
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 12, 2011

BROAD AND CASSEL, ATTORNEYS AT LAW
390 N. ORANGE AVE
SUITE 1400
ORLANDO, FL 32801

SUBJECT: RWG REALTY, INC.
Ref. Number: W11000036711

We have received your document for RWG REALTY, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 311A00016549

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390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
P.O. BOX 4961 (32802-4961)
TELEPHONE: 407.839.4200
FACSIMILE: 407.425.8377
www.broadandcassel.com
SCOTT G. MILLER, P.A.
DIRECT LINE: (407) 839-4200
EMAIL: smiller@broadandcassel.com

July 15, 2011

VIA CERTIFIED MAIL/RETURN RECEIPT

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: RWG Realty, Inc.

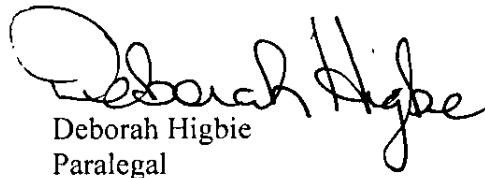
Dear Sir or Madam:

Please find enclosed a copy of your correspondence dated July 12, 2011 regarding the Articles of Incorporation. I have enclosed the corrected Articles of Incorporation with the street address for the principal office.

Should you have any questions or concerns regarding the above, please do not hesitate to contact our office.

Sincerely,

BROAD AND CASSEL


Deborah Higbie
Paralegal

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TALLAHASSEE, FLORIDA

:dh
Enclosures



390 NORTH ORANGE AVENUE
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July 7, 2011

VIA CERTIFIED MAIL/RETURN RECEIPT

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: RWG Realty, Inc.

Dear Sir or Madam:

Please find enclosed Certificate of Conversion and Articles of Incorporation for filing in the above referenced matter. I have enclosed our firm's check in the amount of \$105.00 for the filing fee.

Should you have any questions or concerns regarding the above, please do not hesitate to contact our office.

Sincerely,

BROAD AND CASSEL

Deborah Higbie
Paralegal

:dh
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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:

RWG REALTY, INC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a CORPORATION FO2000000554
(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 MASSACHUSETTS
(Enter state, or if a non-U.S. entity, the name of the country)

on May 15, 1999
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:**

RMG REALTY, 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 1st day of July, 2011.

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: Robert W. Glazier Title: Director

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: Robert W. Glazier Title: Director

Signature: Karen Glazier
Printed Name: Karen Glazier Title: Director

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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ARTICLES OF INCORPORATION
OF
RWG REALTY, INC..

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

RWG REALTY, INC.. (the "Corporation").

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 9905 Lake Louise Drive, Windermere, Florida 34786.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having no par value. The Corporation may have voting and non-voting stock.

B. All shares of stock of the Corporation, whether Voting Common Stock or Non-Voting Common Stock, shall rank *pari passu* with respect to dividend rights, rights to payment upon liquidation, and all other rights and privileges incident thereto, except voting rights. Non-Voting Common Stock shall have no voting rights with respect to any corporate matter.

C. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be

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TALLAHASSEE, FLORIDA

issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is B&C Corporate Services Of Central Florida, Inc, 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be two (2).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Robert W. Glazier	P.O. Box 1996 Windermere, Florida 34786
Karen Glazier	P.O. Box 1996 Windermere, Florida 34786

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TALLAHASSEE, FLORIDA

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator[s]

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Scott G. Miller

390 N. Orange Avenue, Suite 1400
Orlando, Florida 32801

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

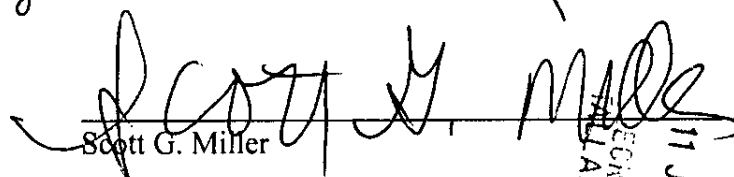
ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of July, 2011.



Scott G. Miller

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of RWG REALTY, INC..

B&C CORPORATE SERVICES
OF CENTRAL FLORIDA, INC

By: _____

Scott H. Miles

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