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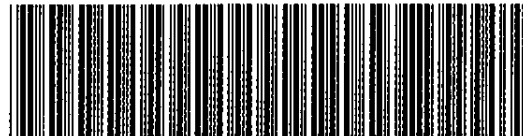
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2011 JUL 26 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

JUL 27 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VINEYARD INVESTMENT PROPERTIES, 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:

CYNTHIA J. DELAPARTE

Contact Person

VINEYARD INVESTMENT PROPERTIES, INC.

Firm/Company

1637 RACETRACK RD, SUITE 116

Address

ST. JOHNS, FL 32259

City, State and Zip Code

cdelaparte@aol.com

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

For further information concerning this matter, please call:

CYNTHIA J DELAPARTE

Name of Contact Person

at (904) 436-6219

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☐ \$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

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

FILED

2011 JUL 26 AM 9:48

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:

VINEYARD INVESTMENT PROPERTIES, LLC.
Enter Name of Other Business Entity

2. The "Other Business Entity" is a LLC L11000063638
(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 5/13/11
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:

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

VINEYARD INVESTMENT PROPERTIES, 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 22 day of JULY, 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: [Signature]

Printed Name: JEFFREY S. BETROS Title: OFFICER

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: [Signature]
Printed Name: D. BERT WATSON, SR. Title: OFFICER + DIRECTOR

Signature: [Signature]
Printed Name: JEFFREY S. BETROS Title: OFFICER + DIRECTOR

Signature: [Signature]
Printed Name: CYNTHIA J DELAPARTE Title: OFFICER + DIRECTOR

Signature: [Signature]
Printed Name: JOHN F. WATSON JR. Title: OFFICER + DIRECTOR

Signature: [Signature]
Printed Name: WALTER L. WILLIAMS JR. Title: DIRECTOR

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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2011 JUL 26 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

2011 JUL 26 AM 9:48

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VINEYARD INVESTMENT PROPERTIES, INC.

ARTICLE IName and Duration

The name of the Corporation is VINEYARD INVESTMENT PROPERTIES, INC. The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence as of the date that the Certificate of Conversion and these Articles are filed by the Secretary of State.

ARTICLE IIPrincipal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 1637 Racetrack Road, Suite 116, St. Johns, Florida 32259.

ARTICLE IIIRegistered Office and Agent

The street address of the registered office in the State of Florida is 1637 Racetrack Rd., Suite 116, St. Johns, FL 32259. The name of the registered agent at such address is Cynthia J. Delaparte.

ARTICLE IVCorporate Purposes, Powers and Rights

A. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.

B. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE VCapital Stock

A. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is:

Twenty million shares of voting Class C common stock, no par value per share.

B. Class C Common Stock.

1. Designation and Rank. A total of 20,000,000 shares of the Corporation's common stock shall be designated "Class C Common Stock," no par value per share.
2. Dividends. The holders of record of shares of the Class C Common Stock shall be entitled to receive a dividend, when and as declared by the Board of Directors.
3. Voting Power. Except as otherwise expressly provided in Article V.C.3., Article XI hereof or as otherwise required by law, each holder of Class C Common Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the number of whole shares of Class C Common Stock, at the record date for the determination of stockholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited.
4. No Conversion Rights. The Class C Common Stock shall have no conversion rights.

C. Definitions.

1. "Class C Common Stock" shall mean the voting Class C common stock, no par value per share.
2. "Disposition" means (i) the sale of all or substantially all of the Corporation's operating assets; (ii) any transaction or series of transactions involving a consolidation of or merger or reorganization by the Corporation with or into any other entity (other than a transaction or series of transactions in which the holders of a majority of the outstanding equity securities of the Corporation immediately prior to such transaction or series of transactions own a majority of the outstanding equity securities of the surviving corporation after such transaction or series of transactions); or (iii) the sale or other disposition of voting control of the Corporation, whether such sale occurs through the Corporation's issuance of shares of equity securities in a single transaction or upon the sale by an equity holder or group of equity holders in any one transaction or group of integrated transactions (other than a transaction or series of transactions in which the holders of a majority of the outstanding equity securities of the Corporation immediately prior to such transaction or series of transactions own a majority of the outstanding equity securities of the surviving corporation after such transaction or series of transactions).
3. "Extraordinary Common Stock Event" shall mean (i) the issuance of additional shares of Class C Common Stock as a dividend or other distribution on outstanding shares of Class C Common Stock, (ii) a subdivision of outstanding shares of

Class C Common Stock into a greater number of shares of Class C Common Stock or (iii) a combination or reverse stock split of outstanding shares of Class C Common Stock into a smaller number of shares of Class C Common Stock.

4. "Liquidation Event" means any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, including, without limitation, a Disposition.

5. "Qualified Public Offering" shall mean that the Corporation receives an effective date for a registration statement (other than any registration statement on Form S-4, Form S-8, or any successor form or other form not permitting registration of securities offered by selling security holders) under the Securities Act of 1933, as amended, covering the offer and sale by the Corporation of Class C Common Stock which results in the Class C Common Stock being traded on a national securities exchange, on a Nasdaq market system or on a comparable system.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
John Bert Watson, Sr.	1637 Racetrack Road, Suite 116 St. Johns, Florida 32259

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors shall initially be five (5) directors. The number of directors may be increased or decreased from time to time as provided in these Articles of Incorporation; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the shareholders eligible to elect such director, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of the shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
John Bert Watson, Sr.	1637 Racetrack Road, Suite 116 St. Johns, Florida 32259

Jeffrey S. Betros

1637 Racetrack Road, Suite 116
St. Johns, Florida 32259

ARTICLE VIII
Amendment

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

ARTICLE IX
Bylaws

The power to adopt, amend or repeal bylaws for the management of the Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
Indemnification

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

ARTICLE XI
Special Voting Rights

The consent of holders of seventy-five percent (75%) or more of the outstanding stock shall be required (i) to sell, transfer, exchange, dispose of, or abandon, in any single transaction or series of transactions, substantially all of the properties or assets of the Corporation; (ii) to merge the Corporation with or into, or consolidate the Corporation with, any other limited liability company, or any corporation, partnership, or other entity; (iii) to do any act in contravention of these Articles of Incorporation; (iv) to do any act which would make it impossible to carry on the ordinary business of the Corporation; (v) to enter into or modify any agreement (whether oral or written) between the Corporation and any shareholder; or (vi) to possess Corporation property or assign rights in Corporation property for other than a Corporation purpose.

ARTICLE XII
Pre-emptive Rights

The Corporation shall not issue any shares of stock or enter into any agreement in respect of such issuance, other than if the issuance is in connection with (i) shares of stock issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates; (ii) shares of stock issued to satisfy conversion or option rights created under these Articles of Incorporation or to provide compensation to directors, officers, agents or employees

of the Corporation or its subsidiaries or affiliates; (iii) a transaction pursuant to which the Corporation offers each of the shareholders the right to participate proportionately according to its Pro Rata Share (as hereinafter defined) as of the date of such proposed issuance and on the same terms and conditions; (iv) a transaction pursuant to which the Corporation issues shares of stock in exchange for the acquisition of the stock or other equity or assets of a business; (v) a reorganization of the Corporation's equity through either a dividend or split of stock or (vi) a merger. Any right granted pursuant to clause (iii) of the preceding sentence shall be exercisable by written notice to the Corporation given within twenty (20) days after receipt by each shareholder of written notice of such proposed issuance. If a shareholder shall fail to respond to the Corporation within the 20-day notice period, such failure shall be deemed to be a rejection of its right to participate in the purchase of the securities to be issued. "Pro Rata Share" shall mean, as to each shareholder, the ratio of the number of shares of stock then held by such shareholder to the total number of shares then held by all shareholders.

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at St. Johns County, St. Johns, Florida this 21st day of July, 2011.

INCORPORATOR

By: 

John Bert Watson, Sr.

2011 JUL 26 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGEMENT:

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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, and further state that I am familiar with §607.0501, Florida Statutes.

Dated this 21st day of July, 2011.

By: 

Cynthia J. Delaparte