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(Business Entity Name)

(Document Number)

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11 OCT -5 PM 2:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Teburu, 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:

Gregory Ross-Munro

Contact Person

Teburu LLC

Firm/Company

5100 Burchette Rd Unit 1905

Address

Tampa, Florida 33647

City, State and Zip Code

greg@teburu.com

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

For further information concerning this matter, please call:

Gregory Ross-Munro

Name of Contact Person

at ( 813 ) 679-0873

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**

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:

Teburu 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 9th May 2011  
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**:

Teburu, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: ASAP  
(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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 28th day of September, 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: Gregory Ross-Munro 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: Gregory Ross-Munro Title: MGRM SourceTOAD LLC

Signature: \_\_\_\_\_  
Printed Name: Leon McIntosh Title: Manager

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  
TEBURU, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation (the "**Corporation**") under the applicable laws of Florida.

**ARTICLE I  
NAME**

The name of the Corporation is Teburu, Inc.

**ARTICLE II  
ADDRESS OF PRINCIPAL OFFICE**

The initial street address and mailing address of the Corporation's principal office is:

**5100 Burchette Rd  
Unit 1905  
Tampa, FL 33647**

**ARTICLE III  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE IV  
PURPOSE**

The Corporation is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the applicable laws of Florida.

**ARTICLE V  
BOARD OF DIRECTORS AND OFFICERS**

The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Director(s) may authorize. The initial board member(s) and initial officers of the corporation are:

**Director(s): Gregory Ross-Munro**

**Officers: Leon McIntosh, Nick Vojnovic, Brent Britton, Paul Legato**

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## **ARTICLE VI SHAREHOLDERS**

Share ownership in the Corporation shall be open to individuals and corporations as provided in the Shareholder Agreement and under applicable law. The shareholders of the corporation may adopt a shareholder agreement pertaining to the regulation, management, and other affairs of the shareholders of the Corporation ("**Shareholder Agreement**"), provided that the Shareholder Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Shareholder Agreement may be repealed or amended only in the manner now or hereafter prescribed therein, consistent with applicable law.

## **ARTICLE VII CAPITAL STOCK**

The capital stock of the corporation shall be divided into, and the Corporation is hereby authorized to issue up to, five million (5,000,000) shares of a single class of common stock. Each share shall entitle the holder thereof to vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash, with property, or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable. Share ownership shall be definitively recorded in a duly maintained stock ledger of the Corporation, alongside applicable agreements granting such ownership and signed by an authorized representative of the Corporation, regardless of the extent to which any shares may or may not be memorialized on stock certificates, which such certificates shall be ceremonial only.

## **ARTICLE VIII INCORPORATOR**

The name and street address of the incorporator is **Gregory Ross-Munro, 5100 Burchette Rd, Unit 1905, Tampa FL 33647.**

## **ARTICLE IX LIABILITY**

None of the directors, officers, or shareholders of the Corporation shall be personally liable for its debts, liabilities, or obligations.

## **ARTICLE X BYLAWS**

In furtherance and not in limitation of the powers conferred by applicable law, the Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of the Corporation by majority vote of the Board of Directors, or otherwise in accordance with the Shareholder Agreement.

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**ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent's office of the Corporation is **5100 Burchette Rd, Unit 1905, Tampa FL 33647**, and the name of the initial registered agent of the Corporation at that address is **Gregory Ross-Munro**.

**ARTICLE XII  
AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Corporation shall be amended or additional provisions added or adopted in accordance with the provisions of applicable law.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on **27 September 2011**.

**Authorized Representative**

  
\_\_\_\_\_  
signature

\_\_\_\_\_  
Gregory Ross-Munro  
printed name

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT BY,  
AND CERTIFICATE DESIGNATING,  
INITIAL REGISTERED AGENT**

Pursuant to the provisions of applicable law, the undersigned Corporation submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of corporation is:

**Teburu, Inc.**

2. The name and address of the registered agent and office is:

**Gregory Ross-Munro  
5100 Burchette Rd  
Unit 1905  
Tampa, FL 33647**

**THE UNDERSIGNED**, having been named in the Articles of Incorporation of this corporation as initial Registered Agent at the office designated herein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that s/he is familiar with, and hereby accepts, the obligations set forth in applicable law, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

**DATED** as of **28 September 2011**

**Registered Agent**

  
\_\_\_\_\_  
signature of authorized representative

Gregory Ross-Munro  
\_\_\_\_\_  
printed name

Teburu, Inc.  
\_\_\_\_\_  
company name