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(Business Entity Name)

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TALLAHASSEE, FLORIDA

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11/14/11--01063--012 \*\*105.00

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** QUEERSTOCK, 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:

ANDREW CUEVAS, ESQ

Contact Person

CUEVAS, ORTIZ & CUBAS, P.A.

Firm/Company

7480 SW 40th street, Suite 600

Address

Miami, FL 33155

City, State and Zip Code

acuevas@cuevaslaw.com

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

For further information concerning this matter, please call:

Andrew Cuevas, Esq. at ( 305 ) 461-9500

Name of Contact Person

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

**FILED**  
**2011 NOV 14 PM 5:00**  
**SECRETARY OF STATE**  
**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:

QUEERSTOCK, INC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a for-profit corporation

(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 State of Washington

(Enter state, or if a non-U.S. entity, the name of the country)

on MAY 19, 2003

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:**

QUEERSTOCK, 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 NOV 14 PM 5:58

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Signed this 26TH day of OCTOBER, 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: Sharon Dodge 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: \_\_\_\_\_  
Printed Name: Sharon Dodge Title: President

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) |

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2011 NOV 14 PM 5:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
QUEERSTOCK, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is QUEERSTOCK, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

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2011 NOV 18 PM 5:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2011 NOV 14 PM 5:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is 42 Navarre Avenue, Coral Gables, FL 33104. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is Allan Koltun, CPA., P.A., whose address is 1717 N Bayshore Drive, Suite 116, Miami, FL 33132.

#### ARTICLE IX. DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is

Andrew Cuevas, Esq., Florida Bar Number: 992569, Law Offices of Cuevas, Ortiz & Cubas, P.A., 7480 SW 40<sup>TH</sup> Street, Suite 600, Miami, Florida 33155; Phone (305) 461-9500; Fax (305) 448-7300

so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

#### ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Director and Officer of the corporation is:

##### OFFICERS AND SPECIFIC ADDRESS

Director/President/CEO

Sharon Dodge  
42 Navarre Avenue  
Coral Gables, FL 33104

Director/Vice President/Secretary/Treasurer/COO

Loly Carrillo  
42 Navarre Avenue  
Coral Gables, FL 33104

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**2011 NOV 14 PM 5:50**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

#### ARTICLE XI. SUBSCRIBER

The name and post office address of the Subscriber to these Articles of Incorporation is Andrew Cuevas, Cuevas, Ortiz & Cubas, P.A., 7480 SW 40TH Street, Suite 600, Miami, Florida 33155.

#### ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of QUEERSTOCK, INC.

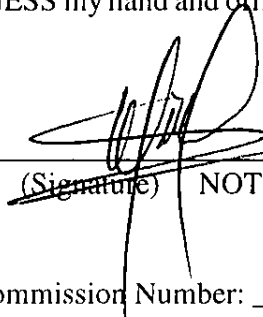
  
CORPORATE SUBSCRIBER

State of Florida )  
                          )ss  
County of Miami-Dade )

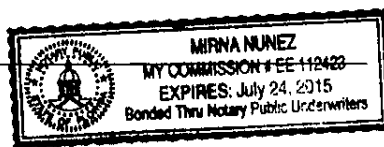
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**2011 NOV 14 PM 5:00**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared Andrew Cuevas, Esq., the person described as Subscriber in and who executed the foregoing Articles of Incorporation for QUEERSTOCK, INC. to those Articles of Incorporation.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this October 12, 2011.

(SEAL)  (Signature) NOTARY PUBLIC, State of Florida

Commission Number: \_\_\_\_\_



\_\_\_\_\_  
(Name of Notary typed, printed or stamped)

Andrew Cuevas, Esq., Florida Bar Number: 992569, Law Offices of Cuevas, Ortiz & Cubas, P.A., 7480 SW 40<sup>TH</sup> Street, Suite 600, Miami, Florida 33155; Phone (305) 461-9500; Fax (305) 448-7300



DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

QUEERSTOCK, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 42 Navarre Avenue, Coral Gables, FL 33104, has named Andrew Cuevas, Esq. as its agent to accept service of process within this state.

OFFICERS AND SPECIFIC ADDRESS

Director/President/CEO

Sharon Dodge  
42 Navarre Avenue  
Coral Gables, FL 33104

Director/Vice President/Secretary/Treasurer/COO

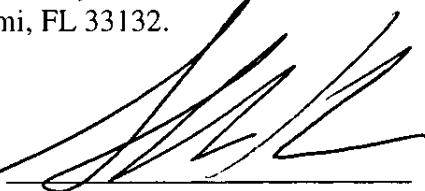
Loly Carrillo  
42 Navarre Avenue  
Coral Gables, FL 33104

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2011 NOV 14 PM 5:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree as Resident Agent of QUEERSTOCK, INC. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.

Allan Koltun, CPA., P.A.  
1717 N Bayshore Dr, Suite 116  
Miami, FL 33132.

BY: 

Andrew Cuevas, Esq., Florida Bar Number: 992569, Law Offices of Cuevas, Ortiz & Cubas, P.A., 7480 SW 40<sup>TH</sup> Street, Suite 600, Miami, Florida 33155; Phone (305) 461-9500; Fax (305) 448-7300