

P12000000825

(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:

Office Use Only



300215362603

12/30/11--01033--008 **113.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 AM 11:29

T. HAMPTON

JAN - 4 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RAINBOW GUTTERS OF SOUTH FLORIDA, 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:

STEVEN N. PARKS, ESQ.
Contact Person

CUERVO & PARKS, P.A.
Firm/Company

500 NE SPANISH RIVER BLVD., SUITE 106
Address

BOCA RATON, FL 33431
City, State and Zip Code

MASTERHOST@BELLSOUTH.NET
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

STEVEN N. PARKS, ESQ. at (561) 826-1024
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 checked="" type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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:

RAINBOW GUTTERS AND SIDING 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 MAY 12, 2004

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:**

RAINBOW GUTTERS AND SIDING, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: JANUARY 1, 2012.
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 AM 11:29

Signed this 28th day of DECEMBER, 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:

Printed Name: JOHN D. SEAGRAM Title: PRESIDENT/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: JOHN D. SEAGRAM Title: MANAGER/ 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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 AM 11:29

ARTICLES OF INCORPORATION
OF

Rainbow Gutters and Siding, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 AM 11:29

The undersigned Incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation shall be **Rainbow Gutters and Siding, Inc.**

ARTICLE II
EFFECTIVE DATE OF INCORPORATION AND TERM OF EXISTENCE

The effective date of this incorporation shall be **JANUARY 1, 2012**. This Corporation shall have perpetual existence, unless sooner dissolved according to law, and its existence shall commence on **JANUARY 1, 2012** as reflected in the Certificate of Incorporation issued by the Secretary of State of Florida.

ARTICLE III
NATURE OF BUSINESS

The general purposes for which this Corporation is organized are the following:

- A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of this Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall be determined in the sole discretion of the Incorporator and/or the Board of Directors.

ARTICLE V
CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is FIFTY THOUSAND (50,000) shares of common stock. Such shares shall be of a single class, common stock, and shall have a par value of Ten Cents (\$0.10) per share.

ARTICLE VI
SPECIAL PROVISION - Indemnification

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VII
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be located at 2920 NW Boca Raton Blvd., Unit 17, Boca Raton, FL 33431 or at such other place of business as may be determined and fixed by the Board of Directors from time to time.

ARTICLE VIII
INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE IX
OFFICERS and DIRECTORS

The number of directors of this Corporation shall be not less than one (1) nor more than five (5) as may be provided for in the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof. The names and post office addresses

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 AM 11:29

of the first Board of Directors, and the Officers who will serve under them, subject to the provisions of the By-Laws and the Laws of the State of Florida, are as follows, each shall hold office for the first year of this Corporation's existence or until their successors are chosen and elected;

<u>Name</u>	<u>Designation</u>	<u>Address</u>
John D. Seagram	Director and President	2920 NW Boca Raton Blvd., Unit 17, Boca Raton, FL 33431

ARTICLE X **SUBSCRIBERS**

The Name and Address of the initial subscriber(s) to this corporation and the statements of the number of shares which they agree to take are as follows:

<u>Name</u>	<u>Number of Shares</u>	<u>Address</u>
John D. Seagram	Ten Thousand (10,000)	2920 NW Boca Raton Blvd., Unit 17 Boca Raton, FL 33431

ARTICLE XI **CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided the fact that s/he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or Officer who is so interested may be counted in determining the existence of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 AM 11:29

a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Article of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XIII
REGISTERED AGENT

John D. Seagram is hereby designated as Registered Agent of this Corporation and the Registered Agent's address is 2920 NW Boca Raton Blvd., Unit 17, Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned, as sole incorporator of the aforesaid Corporation to be formed, has executed these Articles of Incorporation for the uses and purposes therein stated.



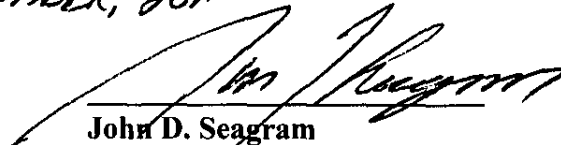
John D. Seagram
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 AM 11:29

ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named as Registered Agent for **Rainbow Gutters and Siding, Inc.**, as set forth in the foregoing Articles of Incorporation, does hereby agree to act in this capacity and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent pursuant to F.S. 607.0501(3), and is familiar with and accepts all such obligations associated with this position.

DATED this 28TH DAY OF DECEMBER, 2011


John D. Seagram
as Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 AM 11:29