

P12000019741

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

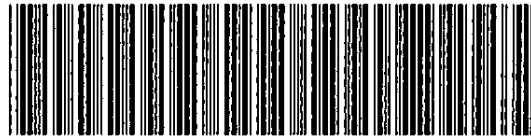
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B. KOHR

FEB 29 2012

EXAMINER



900223083419

02/27/12--01050--017 **113.75

EFFECTIVE DATE

3/1/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB 27 PM 3:54

COVER LETTER

TO: Registration Section
Division of Corporations

EFFECTIVE DATE 3/1/2012

SUBJECT: Focus Information Systems, Inc

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert
"Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Erin Milam

Contact Person

Focus Information Systems, Inc

Firm/Company

3442-C Tampa Rd

Address

Palm Harbor, FL 34684

City, State and Zip Code

emilam@focusinformationsystems.com

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

For further information concerning this matter, please call:

Erin Milam

Name of Contact Person

at (727) 786-8070 x305

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 STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
12 FEB 27 PM 3:54

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

EFFECTIVE DATE 3/1/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB 27 PM 3:54

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:

Focus Information Systems, LLC

Enter Name of Other Business Entity

L07000090591

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 September 05, 2007

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**:

Focus Information Systems, Inc

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 03/01/2012
(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.

Signed this 20th day of February, 20 2012.

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: Erin Milam

Printed Name: Erin Milam Title: President/CEO

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: Erin Milam
Printed Name: Erin Milam Title: Member 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)

EFFECTIVE DATE 3/1/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

For Profit

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

1. **Corporate Name**

The name of the corporation is Focus Information Systems, Inc. (the "Corporation").

2. **Duration**

The duration of the Corporation is perpetual.

3. **Registered Office and Registered Agent**

The street address of the initial registered office is 3442-C Tampa Rd., Palm Harbor, Florida, 34684. The name of the initial Registered Agent at this Registered Office is Erin Milam.

4. **Street Address of the Principal Office**

The street address of the principal office is 3442-C Tampa Rd, Palm Harbor, Florida, 34684.

The mailing address of the principal office is the same as the street address.

5. **Authorized Capital**

The aggregate total number of all shares that the Corporation is authorized to issue is 10000000.

Class A Shares

The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 10000000 shares and each share will have no par value.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the board of directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the board of directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the board of directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

6. **Restrictions on Transfer and Other Rules**

No shares of stock in the Corporation will be transferred without the approval of the board of

directors of the Corporation either by a resolution of the board of directors passed at a board of directors meeting or by an instrument or instruments in writing signed by all of the board of directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

7. **Preemptive Rights**

The shareholders of the Corporation have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage. A shareholder may waive any preemptive right. Any waiver by a shareholder does not affect any future preemptive rights of that shareholder.

8. **Amend or Repeal Bylaws**

Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the board of directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the board of directors may not adopt, amend or repeal that bylaw. The power of the board of directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

9. **Cumulative Voting**

In an election of directors, each shareholder's number of votes will be calculated by multiplying the number of voting shares they are entitled to cast by the number of directors being elected.

The shareholder may cast their total votes for a single director or may distribute them among two or more directors, as the shareholder sees fit.

10. **Fiscal Year End**

The fiscal year end of the Corporation is December 31st.

11. **Indemnification of Officers, Directors, Employees and Agents**

The board of directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The board of directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

12. **Limitation of Liability**

The board of directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The board of directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

13. **Effective Date of Filing**


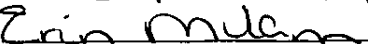
This document is to become effective no later than ninety (90) days from the date of filing by the secretary of state. The delayed effective date is January 1, 2012.

14. **Consent of Appointment by Registered Agent**

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:

02/20/2012

15. **Incorporator**

The name and address of the incorporator of Focus Information Systems, Inc. is set out below.

Name	Address	City	State	Zip Code
Erin Milam	3442-C Tampa Rd	Palm Harbor	Florida	34684

16. **Execution**

I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 20 day of Feb, A.D. 2012.

BY:

Erin Milam
Erin Milam (Incorporator)

17. **Filer Contact Information**

In case of filing difficulties, please contact:

Name of Filer: Erin C Milam

Telephone Number: 727-786-8070

Address: 3442-C Tampa Rd, Palm Harbor, Florida, 34684

E-mail Address: emilam@focusinformationsystems.com