

P12000029680

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

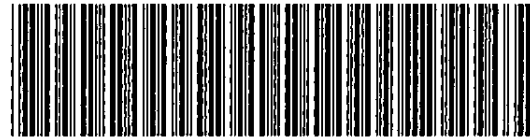
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W12000015239

Office Use Only



200224160422

03/28/12--01017--001 **62.50

03/15/12--01010--013 **60.00

FILED
12 MAR 27 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE
MAR 28 2012
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2012

PHILIP MOWRY
500 EAGLES LANDING DRIVE
LAKELAND, FL 33810

SUBJECT: EGWP USA, INC.
Ref. Number: W12000015239

We have received your document for EGWP USA, INC. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The fees to file the Certificate of Conversion and Articles of Incorporation total \$105.00 (\$35 filing fee for the Certificate of Conversion, \$35 filing fee for Articles of Incorporation, and \$35 for the Registered Agent Designation). Enclose an additional \$8.75 for each certified copy or certificate of status requested.

There is a balance due of \$62.50.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 412A00009505

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EGWP USA, 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:

Philip Mowry

Contact Person

EGWP USA, Inc.

Firm/Company

500 Eagles Landing Drive

Address

Lakeland, FL 33810

City, State and Zip Code

pmowry@welldynrx.com

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

For further information concerning this matter, please call:

James Jordon

Name of Contact Person

at (888) 479-2000 ext. 6031

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:

EGWP USA, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company L12000024375
(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 February 20, 2012

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 law of which it is now organized, formed or incorporated:

N/A

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

EGWP USA, 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.

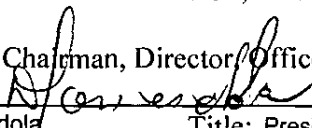
7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

FILED
12 MAR 27 AM 9:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

Signed this 23rd day of March, 2012.

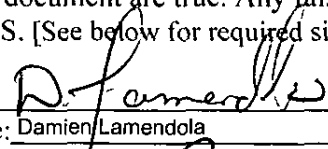
Required Signature for Florida Profit Corporation:

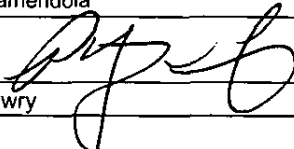
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: X 

Printed Name: Damien Lamendola Title: President and 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: X 
Printed Name: Damien Lamendola Title: Member

Signature: 
Printed Name: Philip Mowry 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)

FILED
12 MAR 27 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EGWP USA, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a Florida corporation under Chapter 607, Florida Statutes:

ARTICLE I - Name

The name of the corporation is EGWP, INC.

ARTICLE II - Principal Office
and Mailing Address of the Corporation

The address of the principal office of the corporation is 500 Eagles Landing Drive, Lakeland, Florida 33810, and its mailing address is the same.

ARTICLE III - Commencement and Duration

Pursuant to section 607.1801, Florida Statutes, the corporation's existence shall be deemed to have commenced on the date of its original formation in Florida, February 20, 2012. The corporation's existence shall continue perpetually thereafter until dissolved according to law.

ARTICLE IV – Specific Purpose

The corporation is organized for the purpose of undertaking any and all lawful business permitted in accordance with Chapter 607, *Florida Statutes*.

ARTICLE V - Stock

The corporation is authorized to issue one thousand (1,000) shares of common stock, which shall be a single class, and without par value.

ARTICLE VI - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. The corporation shall have at least one director initially, and the number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation. The name and street address of the current director, who shall hold office until the appointment of her successor by the corporation's stockholders, is:

FILED
12 MAR 27 AM 9:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
Damien Lamendola	500 Eagles Landing Drive Lakeland, Florida 33810

ARTICLE VII - Officers

The officers of the corporation shall consist of a president and secretary, each of whom shall be elected by the Board of Directors of the corporation.

The name and street address of the initial officers of the corporation are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
CEO/President and Secretary	Damien Lamendola	500 Eagles Landing Drive Lakeland, Florida 33810

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, as provided in the corporation's bylaws.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Philip Mowry, Esq.	500 Eagles Landing Drive Lakeland, Florida 33810

FILED
 12 MAR 27 AM 9:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The corporation's initial registered agent and address is as follows:

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation
this 23rd day of March, 2012.

Philip Mowry

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Phil Mowry, who X is personally known to me or who has produced _____ as identification.

Carol Brown Gustin

FILED
12 MAR 27 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

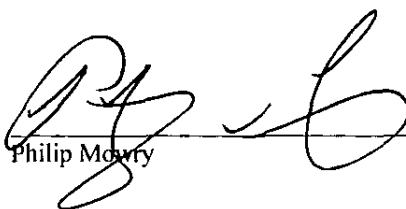
In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

EGWP USA INC., with its place of business at 500 Eagles Landing Drive, Lakeland, Florida 33810, has named Philip Mowry 500 Eagles Landing Drive, City of Lakeland, State of Florida, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated March 23, 2012.


Philip Mowry

FILED
12 MAR 27 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA