

P12000038594

(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



600230981676

04/24/12--01026--021 \*\*105.00

FILED

2012 APR 24 PM 2:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

APR 25 2012

EXAMINER

# Norton ■ Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

1819 Main Street, Suite 610  
Sarasota, FL 34236  
Telephone: 941.954.4691  
Fax: 941.954.2128  
www.nhslaw.com

**John M. Compton**  
Also licensed in Alabama

**Philip N. Hammersley**  
Certified Circuit  
Court Mediator

**Michael P. Infanti**

**Darren R. Inverso**

**Nicholas P. Kapiotis**  
Also licensed in New York

**E. John Lopez**  
Board-Certified Wills,  
Trusts & Estates  
Board-Certified Taxation

**J. Derrick Maginness**

**Sam D. Norton**  
Board-Certified  
Real Estate

**Burton M. Romanoff**  
Also licensed in Pennsylvania

**Peter Z. Skokos**

April 20, 2012

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Conversion "Florida Limited Liability Company"  
into a "Florida Corporation"

Dear Sir or Madam:

The **enclosed** are the Certificate of Conversion and Articles of Incorporation which are submitted to convert a "Florida Limited Liability Company" into a "Florida Corporation" in accordance with s. 607.1115, F.S. Also **enclosed** is a check in the amount of \$105.00 for the filing fees.

Once the Certificate and Articles are filed, please send the Certificate and Acknowledgement of filing to the undersigned.

Please use the following email address for future annual report notifications for the new Limited Liability Company:

[pdooher@merkburn.com](mailto:pdooher@merkburn.com)

If you should have any questions, please do not hesitate to contact us.

Very truly yours,



E. John Lopez  
Email: [johnlopez@nhslaw.com](mailto:johnlopez@nhslaw.com)

**Enclosures**

cc: Mr. Peter Dooher  
Sam D. Norton, Esq.

FILED  
2012 APR 24 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION**  
**FOR**  
**MERKBURN DEVELOPMENTS, LLC**  
**INTO**  
**MERKBURN DEVELOPMENTS, INC**

**FILED**  
2012 APR 24 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida corporation in accordance with F.S. §607.1115.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: MERKBURN DEVELOPMENTS, LLC (the "Converting Entity").
2. The "Converting Entity" is a Florida limited liability company first formed under the laws of the state of Florida on February 20, 2012, Document No. L12000024504, and the jurisdiction has not changed.
3. The Converting Entity has been converted into a Florida corporation in compliance with Chapters 607 and 608, Florida Statutes.
4. The name of the Florida corporation as set forth in the attached Articles of Incorporation is: MERKBURN DEVELOPMENTS, INC (the "Converted Entity").
5. A Plan of Conversion for the Converting Entity was duly authorized and approved in accordance with Chapter 608, Florida Statutes.
6. The conversion was approved as required by the governing law of the Converted Entity.
7. The effective date of Conversion to a Florida corporation is the date this Certificate of Conversion and the Articles of Incorporation of the Converted Entity are filed with the Florida Department of State.

In witness whereof the undersigned has executed this Certificate of Conversion as manager on behalf of MERKBURN DEVELOPMENTS, LLC. on April 16, 2012 and affirms that the facts stated in this document are true.

MERKBURN DEVELOPMENTS, LLC

BY:   
PETER DOOHER,  
Manager

In witness whereof the undersigned has executed this Certificate of Conversion as President of MERKBURN DEVELOPMENTS, INC. on April \_\_, 2012 and affirms that the facts stated in this document are true.

MERKBURN DEVELOPMENTS, INC.

BY:   
KEVIN ROUGEAU,  
President

FILED  
2012 APR 24 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
2012 APR 24 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF CONVERSION

This Plan of Conversion dated April 16, 2012, is entered into by and between MERKBURN DEVELOPMENTS, LLC, a Florida limited liability company (herein referred to as the "Converting Entity") and MERKBURN DEVELOPMENTS, INC, a Florida corporation (herein referred to as the "Converted Entity").

### WITNESSETH:

WHEREAS, the Converting Entity is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 1819 Main Street, Suite 610, Sarasota, Florida 34236; and

WHEREAS, the Converting Entity deems it desirable and in its best interest to be converted into a Florida corporation pursuant to the provisions of Sections §607.1115, et seq. of the Florida Business Corporation Act, as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

### SECTION ONE - CONVERSION

Effective the date the Articles of Incorporation of the Converted Entity are filed with the Florida Department of State (the "Conversion Date"), the Converting Entity shall be converted into the Converted Entity under the name of MERKBURN DEVELOPMENTS, INC, a Florida corporation.

### SECTION TWO - TERMS AND CONDITIONS

On the Conversion Date, the separate existence of the Converting Entity shall cease, and the Converted Entity shall succeed to all of the rights, privileges, immunities

FILED  
2012 APR 24 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

and franchises, and all of the property, real, personal and mixed of the Converting Entity, without the necessity for any separate transfer. The Converted Entity shall thereafter be responsible and liable for all liabilities and obligations of the Converting Entity and neither the rights of creditors nor any liens on the property of the Converting Entity shall be impaired by the conversion.

### **SECTION THREE - CONVERSION OF INTERESTS**

Upon the Conversion Date, each 1% membership interest of the Converting Entity shall be converted into 1 share of stock in the Converted Entity.

### **SECTION FOUR - BYLAWS**

Upon the Conversion Date, the directors of the Converted Entity shall enter into a set of Bylaws for purposes of governing the duties, obligations and restrictions of the parties.

### **SECTION FIVE - APPROVAL BY MANAGER**

This Plan of Conversion has been approved by the Manager of the Converting Entity as evidenced by his signature below.

### **SECTION SIX - ABANDONMENT OF CONVERSION**

This Plan of Conversion may be abandoned by action of the Converting Entity at any time prior to the Conversion Date.

### **SECTION SEVEN - EXECUTION OF AGREEMENT**

This Plan of Conversion may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Conversion  
on April 16, 2012.

MERKBURN DEVELOPMENTS, LLC,  
a Florida limited liability company

By:   
PETER DOOHER  
Manager

MERKBURN DEVELOPMENTS, INC.,  
a Florida corporation

By:   
KEVIN ROUGEAU  
President

FILED  
2012 APR 24 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MERKBURN DEVELOPMENTS, INC.**

**FILED**  
2012 APR 24 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

MERKBURN DEVELOPMENTS, INC.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

The Corporation shall have power:

(a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situated.

(b) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for



others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.

(c) To contract debts and borrow money, issue and sell, or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(d) To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

(e) To loan the monies of the Corporation and to take back mortgages as security therefor on both real and personal property.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(i) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(j) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. All stock, when issued, shall be fully paid and non-assessable.

#### ARTICLE VI - PRINCIPAL ADDRESS

The mailing address of this Corporation shall be 1819 Main Street, Suite 610, Sarasota, Florida 34236.

#### ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1819 Main Street, Suite 610, Sarasota, Florida 34236 and the registered agent at such office is SAM D. NORTON.

#### ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be changed from time to time by bylaws adopted by the shareholders. The name and address of each member of the initial board of directors are:

FILED  
2012 APR 24 PM 2:45  
TALAHASSEE, FLORIDA  
SECRETARY OF STATE

J. F. DOOHER  
302-1827 Woodward Drive  
Ottawa, Ontario  
K2C OP9

WILLIAM S. BURNSIDE  
302-1827 Woodward Drive  
Ottawa, Ontario  
K2C OP9

FILED  
2012 APR 24 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - INCORPORATOR

The name and address of the incorporator to these articles of incorporation are:

PETER DOOHER  
302-1827 Woodward Drive  
Ottawa, Ontario  
K2C OP9

ARTICLE XI- INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE XII - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XIII - REMOVAL OF DIRECTORS

The shareholders of this Corporation shall be entitled to remove any director from office at any time for any reason whatsoever whether or not there is cause for removal.

The undersigned has executed these Articles on April 16, 2012.

  
\_\_\_\_\_  
PETER DOOHER

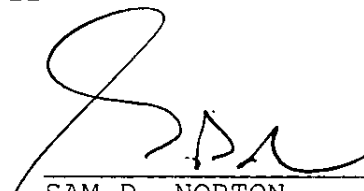
"INCORPORATOR"

**FILED**  
2012 APR 24 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the Articles, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: April 16, 2012

  
\_\_\_\_\_  
SAM D. NORTON