

P/2000044738

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

108-112773

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

A. LUNT

MAY 14 2011

EXAMINER

Office Use Only



700234735267

05/09/12--01015--016 \*\*113.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 MAY -9 PM 3:56

FILED

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Martinez All Star League, LLC

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:

Jorge L Martinez, CPA

Contact Person

Martinez-Marquez, CPA, PA

Firm/Company

6303 Blue Lagoon Dr, Suite 200

Address

Miami, FL 33126

City, State and Zip Code

jorge@mgccpa.net

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

For further information concerning this matter, please call:

Jorge L Martinez, CPA

Name of Contact Person

at ( 305 ) 274-2626

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  
2012 MAY -9 PM 3:56  
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:

Martinez All Star League, 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 12/09/2008  
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**:

Martinez All Star League, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 05/01/2012.  
(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.


2012 MAY -9 PM 3:56  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED

Signed this 28th day of April, 2012.

**Required Signature for Florida Profit Corporation:**

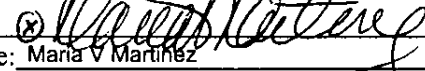
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

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

Printed Name: Alejandro Martinez 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: Alejandro Martinez Title: Member

Signature:   
Printed Name: Maria V Martinez Title: Member

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)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 MAY -9 PM 3:58

FILED

Martinez-Marquez, CPA, PA.  
6303 Blue Lagoon Drive, Suite 200  
Miami, Florida 33126

ARTICLES OF INCORPORATION  
OF  
**Martinez All Star League, Inc.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

**Martinez All Star League, Inc.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.:

- (1) Transact any and all lawful business.

FILED  
2012 MAY -9 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name

To sue and be sued, complain, and defend corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality there of;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

2012 MAY - 9 PM 3:15  
SOUTHERN RAILROAD  
TALLAHASSEE, FLORIDA

FILED

To lend money for its corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to affect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

FILED  
JAN 6 - 1963  
RECEIVED  
JAN 6 - 1963  
JAN 6 - 1963

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of one hundred (100) shares, having an individual par value of \$1.00.

Unless other wise stated in these articles, or in an amendment to these articles, there shall be only one class of stock to this corporation.

FILED  
MAY - 9 PM 3 58  
TALLAHASSEE, FLORIDA

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Alejandro A Martinez  
12468 SW 123<sup>rd</sup> Ct  
Miami, Fl 33186

ARTICLE VI

The initial Board of Directors shall consist of a total of four persons and the names and addresses of each person who are to serve as initial directors are:

Alejandro A Martinez  
12468 SW 123<sup>rd</sup> Ct  
Miami, Florida 33186

Maria V Martinez  
12468 SW 123<sup>rd</sup> Ct  
Miami, Florida 33186

ARTICLE VII

The address of the principle office of this corporation is:

12468 SW 123<sup>rd</sup> Ct  
Miami, Florida 33186



#### ARTICLE VIII

The names of the subscribers of the shares of common stock and the number of shares of stock each agrees to take are as follows:

Alejandro A Martinez	50 shares
Maria V Martinez	50 shares

#### ARTICLE IX

The names, addresses, and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

Alejandro A Martinez  
12468 SW 123<sup>rd</sup> Ct  
Miami, Fl 33186  
President/Secretary

Maria V Martinez  
12468 SW 123<sup>rd</sup> Ct  
Miami, Fl 33186  
Vice-President/Treasurer

FILED  
2012 MAY -9 PM 3:54  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

#### ARTICLE X

This Corporation reserves the right to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the statutes of the State of Florida, and any rights and powers conferred upon the directors and shareholders herein are granted subject to this reservation.

ARTICLE XI

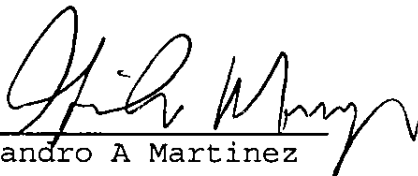
The name and address of the incorporator executing these Articles of Incorporation are:

Alejandro A Martinez  
12468 SW 123<sup>rd</sup> Ct  
Miami, Fl 33186

2012 MAY -9 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 1st day of May, 2012.

  
Alejandro A Martinez

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

---

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

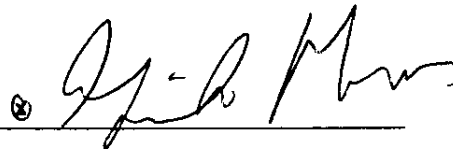
First-That **Martinez All Star League, Inc.** desiring to organize under the laws of the State of Florida with its principle office, as indicated in the articles of incorporation County of Miami Dade, State of Florida has named Alejandro A Martinez located at **12468 SW 123<sup>rd</sup> Ct, Miami, Florida 33186, County of Miami Dade,** State of Florida as its agent to accept services of process within this state.

Acknowledgment:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 1<sup>st</sup> st day of May, 2012.

By



Alejandro A Martinez  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 MAY -9 PM 3:54

FILED