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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

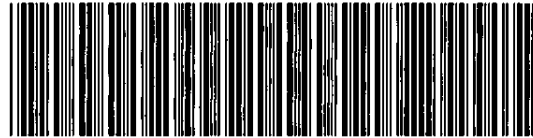
Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WT VENTURES, 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:

CHRISTOPHER W. WICKERSHAM JR., ESQ.

Contact Person

LAW OFFICES OF C. W. WICKERSHAM JR., P.A.

Firm/Company

2720 PARK STREET, SUITE 205

Address

JACKSONVILLE, FLORIDA 32205

City, State and Zip Code

cwwickersham@gmail.com

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

For further information concerning this matter, please call:

JUSTEN HOVEY

Name of Contact Person

at (904) 651-7136

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:

WT VENTURES, 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 OCTOBER 17, 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**:

WT VENTURES, 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.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signed this 23rd day of August, 20 12.


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: C. W. Wickersham Jr., Esq. Title: Attorney

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: JUSTEN HOVEY Title: MANAGING 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)

ARTICLES OF INCORPORATION

OF

WT VENTURES, INC.,

a Corporation formed under Chapter 607 Florida Statutes

The undersigned incorporator, in duly forming a Florida Corporation as authorized under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation as hereinafter set forth and described;

ARTICLE I - NAME OF ENTITY

The name of this corporation shall be WT VENTURES, INC. ("Corporation")

ARTICLE II - PURPOSE

A. The objectives and purposes of the Corporation are to engage in and transact any and all lawful business in which corporations are authorized to engage under Florida law, and any act necessary to carry out the financial responsibilities of the Corporation, and further;

B. To undertake any acts incidental to carrying out the purposes of the Corporation, or which are necessary or desirable in order to accomplish the objectives of the Corporation.

ARTICLE III - STOCK

The aggregate number of shares the Corporation is authorized to issue is ten thousand (10,000), with an initial par value of one dollar (\$1.00) per share.

ARTICLE IV - BOARD OF DIRECTORS

A. The Corporation shall maintain a Board of Directors on which will serve one (1) initial Director, notwithstanding, however, that upon approval by the Board of Directors, the Corporation may from time to time increase or decrease the number of Directors, provided that the minimum number of Directors never falls below one (1).

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TALLAHASSEE, FLORIDA

B. The initial Directors are;

Justen Hovey (Director)
111 South 21st Avenue
Hollywood, Florida 33020

C. Each shareholder in the Corporation, including the initial Directors named above, shall have the right to be a Director for as long as that Director is a shareholder. By acquiring stock in this Corporation, any subsequent shareholder agrees to abide by these Articles, and to elect the initial Director named above, together with any other shareholders then serving as Directors, to the office of Director for as long as that Director remains a shareholder. This Article may not be amended, revoked, rescinded, or altered in any way, without the written consent of each Director who is a shareholder at the time of any such amendment or alteration.

ARTICLE V - CORPORATE OFFICERS

A. The Corporation shall at all times maintain a minimum of one (1) corporate officer, and which number may be increased or decreased from time to time as determined by the Board of Directors, and further;

B. Pursuant to a vote held at the time of incorporation, the Board has appointed the following Officer of the Corporation;

Justen Hovey (President)
111 South 21st Avenue
Hollywood, Florida 33020

ARTICLE VI - REGISTERED AGENT

The Corporation's Registered Agent shall be;

Justen Hovey (Registered Agent)
111 South 21st Avenue
Hollywood, Florida 33020

ARTICLE VII - PRINCIPAL OFFICE

The Corporation's initial principal place of business shall be;

WT VENTURES, INC.
111 South 21st Avenue
Hollywood, Florida 33020

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is as follows;

Christopher W. Wickersham, Jr., Esquire
The Law Offices of C. W. Wickersham Jr., P.A.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville Florida 32205-7645

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE X - BYLAWS

The Board of Directors, by a majority vote, may enact Bylaws governing the activities of the Corporation whenever the Board deems such Bylaws necessary, provided that no such Bylaws shall conflict with these Articles of Incorporation or any relevant portion of Florida law. Upon proper notice, any Bylaws enacted by the Board may be altered, rescinded, or amended by majority vote of the Board at any regular or special meeting called for that purpose.

ARTICLE XI - AMENDMENTS

These Articles may be amended, altered, or repealed only upon a majority vote by the Corporation's stockholders, at any regular or special meeting called for that purpose.

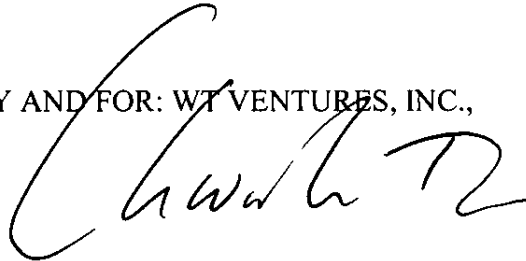
ARTICLE XII - INDEMNITY

The Corporation shall indemnify its directors and officers to the full extent allowed by law, against any liability arising from acts performed in furtherance of the Corporation's purposes and goals.

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TALLAHASSEE, FLORIDA

WHEREUPON the undersigned Incorporator hereby executes these Articles of Incorporation, thereby establishing the formation of WT VENTURES, INC., as a Florida Corporation duly authorized under Chapter 607, Florida Statutes, this 23rd day of August, 2012.

BY AND FOR: WT VENTURES, INC.,



CHRISTOPHER W. WICKERSHAM JR., ESQ.

Florida Bar No. 91703

LAW OFFICES OF C. W. WICKERSHAM JR., P.A.

The Whiteway Building, Suite 205

2720 Park Street, Jacksonville, Florida 32205

(904) 322-0717 Telephone

(904) 371-5199 Facsimile

Email: cwwickersham@gmail.com

Incorporator, WT Ventures, Inc.

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT / REGISTERED OFFICE**


Pursuant to the provisions of § 607.0501, Florida Statutes, WT VENTURES, INC., a Corporation duly organized and existing under the laws of the State of Florida, hereby submits the following statement designating its Registered Agent within the State of Florida.

1. The name of the Corporation is: WT VENTURES, INC.
2. The name and address of the Registered Agent and office is:

Justen Hovey (Registered Agent)
111 South 21st Avenue
Hollywood, Florida 33020

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 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.

DATED this 23rd day of August, 2012.



JUSTEN HOVEY
111 South 21st Avenue
Hollywood, Florida 33020
Registered Agent, WT Ventures, Inc.