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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

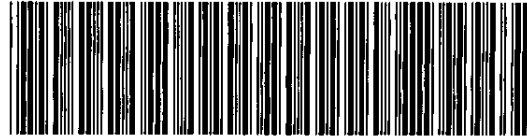
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FILED
12 SEP 17 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRANK J. ROUSE
Attorney at Law

680 East Main Street
Suite 201
Bartow, FL 33830-4802
Phone: 863-533-6547

September 13, 2012

Registration Section
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of Vintage Warehouse, Inc.

Dear Sir/Madam:

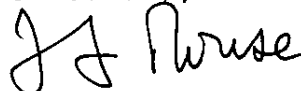
Please find enclosed the following documents:

1. Cover letter to Division of Corporations;
2. Certificate of Conversion for "Other Business Entity" into a Florida Profit Corporation;
3. Articles of Incorporation for Vintage Warehouse, Inc. as well as an extra copy for certification purposes;
4. My trust check in the amount of \$105.00 as filing fee.

I would appreciate it if you would send back to me a conformed copy of the articles, and the certificate.

Thanks in advance for your attention with this matter.

Sincerely,



Frank J. Rouse

FJR/lys

encs. as noted

P. S. FYI - The correct spelling for the parties last name is
MICHALEC. (Sorry for the errors)

COVER LETTER

TÓ: Registration Section
Division of Corporations

SUBJECT: VINTAGE WAREHOUSE, 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:

MELINDA MICHALEC

Contact Person

VINTAGE WAREHOUSE, INC.

Firm/Company

3920 Sunnywood Circle

Address

Lakeland, FL 33813

City, State and Zip Code

WRITEREFLECTIONS&HOTMAIL.COM.

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

For further information concerning this matter, please call:

MELINDA MICHALEC

Name of Contact Person

at (863) 644-7976

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

FILED
12 SEP 17 AM 10:30
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 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:

VINTAGE WAREHOUSE, LLC

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida, on August 8, 2012.

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: N/A.

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: VINTAGE WAREHOUSE, INC.

5. If not effective on the date of filing, enter the effective date: Date of filing.

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with

Certificate of Conversion
Vintage Warehouse, LLC to
Vintage Warehouse, Inc.
Page two

and the requirements of s. 607.1115, F. S., in effecting the conversion. The plan of conversion has been approved in writing by MELINDA MICHALEEC and STEVE MICHALEEC, the members and managers of the "Other Business Entity". No other members to be notified.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated. (L12000101989).


SIGNED on this 13 day of September, 2012.

Required Signature for Florida Profit Corporation:

Individuals signing affirm 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:


MELINDA ~~MICHALEEC~~ MICHALEC Title: Incorporator


STEVE ~~MICHALEEC~~ MICHALEC Title: Incorporator

Required Signature on behalf of other business entity:

Individuals signing affirm 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: 
MELINDA ~~MICHALEEC~~ MICHALEC Title: Member/Manager

Signature: 
STEVE ~~MICHALEEC~~ MICHALEC Title: Member/Manager

PLAN OF CONVERSION

The undersigned, MELINDA MICHALECC and STEVE MICHALECC, (MICHALEC) hereby affirm and acknowledge the following:

1. That they are the only members of that certain company known as VINTAGE WAREHOUSE, LLC, and they are the managers of said business entity.

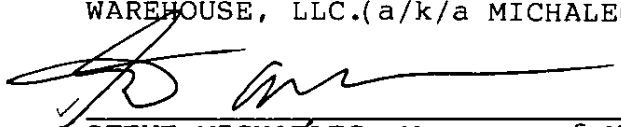
2. That they organized said entity on August 8, 2012, in the State of Florida, with an address, at that time of 4312 Wallace Road, Lakeland, Florida, 33812.

3. That they have instituted "a plan of conversion" to convert the company to a Florida Corporation, to be known as "VINTAGE WAREHOUSE, INC".

4. That since they are the only members of the converting entity, they have no obligation to notify any other person of the instituted "plan of conversion".

DATED this 13 day of September, 2012.

 (SEAL)
MELINDA MICHALEC, Manager of VINTAGE
WAREHOUSE, LLC.(a/k/a MICHALEC)

 (SEAL)
STEVE MICHALEC, Manager of VINTAGE
WAREHOUSE, LLC.(a/k/a MICHALEC)

ARTICLES OF INCORPORATION

OF

VINTAGE WAREHOUSE, INC.

FILED

12 SEP 17 AM 10:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons competent to contract, do hereby form and become a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: VINTAGE WAREHOUSE, INC.

ARTICLE II

The corporation shall engage in any activities or business which is permitted under the laws of the United States and the State of Florida and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III

The period of existence of this corporation shall be perpetual or, until dissolved by law.

ARTICLE IV

The total authorized capital stock of this corporation shall be One Thousand (1000) shares of common stock at Ten Dollars

(\$10.00) par value. The stock shall be paid for in cash, property, or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

The initial street address of the principal office of the corporation shall be 3920 Sunnywood Circle, Lakeland, Florida, 33812, but it may establish branch offices in any other place and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The initial registered agent shall be MELINDA MICHALEC, 3920 Sunnywood Circle, Lakeland, Florida 33813

ARTICLE VI

The number of directors comprising the Board of Directors of the corporation shall be not less than two (2), nor more than five (5). The number of directors comprising said Board may be changed from time to time by resolution of the Board of Directors.

ARTICLE VII

The name and street address of the members of the first Board of Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MELINDA MICHALEC,	3920 Sunnywood Circle, Lakeland, FL 33812;
STEVE MICHALEC,	3920 Sunnywood Circle, Lakeland, FL 33812.

ARTICLE VIII

The officers of this corporation shall be a president, a vice-president and a secretary/treasurer. The initial officers shall be as follows:

1. President, MELINDA MICHALEC, 3920 Sunnywood Circle, Lakeland Florida, 33812; and
2. Vice-President, Secretary/Treasurer, STEVE MICHALEC, 3920 Sunnywood Circle, Lakeland, Florida, 33812.

ARTICLE IX

Subject to change at any time by the By-Laws of the corporation, the annual meeting of the Stockholders shall be held at the principal office of the corporation on November 1.

ARTICLE X

The names and place of the residences and address of each of the original subscribers to the capital stock of this corporation and incorporators, and the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
MELINDA MICHALEC,	3920 Sunnywood Circle, Lakeland, FL 33812	50	500
STEVE MICHALEC,	3920 Sunnywood Circle Lakeland, FL 33812	50	500

ARTICLE XI

These Articles of Incorporation may be changed as provided in


this article. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders and approved at any regular or special stockholders' meeting by a majority of the stockholders entitled to vote thereof. These Articles of Incorporation may also be amended by all the stockholders and all the directors executing a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XII

Upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, together with his/her endorsement of approval thereon, these Articles of Incorporation shall, and they are deemed to be the Certificate of Incorporation of this corporation.

IN WITNESS WHEREOF, We, the undersigned subscribers do hereby make and file in the Office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

 (SEAL)
MELINDA MICHALEC, Incorporator (MICHALEC)

 (SEAL)
STEVE MICHALEC, Incorporator (MICHALEC)

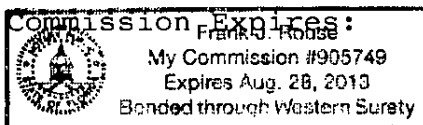
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that before me, the undersigned authority,

personally appeared MELINDA MICHA~~LE~~C and STEVE MICHA~~LE~~C, (MICHALEC)
to me personally known and known to me to be the individuals
described in and who executed the foregoing Articles of
Incorporation and they acknowledged before me that they executed
the same for the uses and purposes herein expressed and who did not
produce identification upon oath being taken.

WITNESS my hand and official seal in the County and State
named above, on this 13 day of September, 2012.

My



Frank J. Rouse

FRANK J. ROUSE, Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of
process for the above stated corporation at the place designated
in this certificate, I am familiar with and accept the appointment
as registered agent and agree to act in this capacity.

DATED this 13 day of September, 2012.

Melinda Michael (SEAL)
MELINDA MICHA~~LE~~C (MICHALEC)
3920 Sunnywood Circle
Lakeland, FL 33812