

P12000080369

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

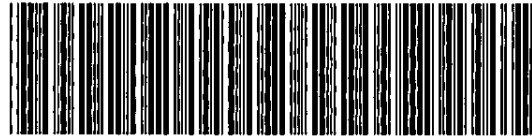
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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09/13/12--01016--030 **105.00

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12 SEP 21 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan SEP 21 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COFFEE BY THE SEA CORP.

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:

RICHARD M. MOGERMAN, ESQ.

Contact Person

RICHARD M. MOGERMAN, P.A.

Firm/Company

8211 WEST BROWARD BOULEVARD, SUITE 200

Address

PLANTATION, FLORIDA 33324

City, State and Zip Code

MARKMOG@BELLSOUTH.NET

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

For further information concerning this matter, please call:

RICHARD M. MOGERMAN

Name of Contact Person

at (954) 475-7171

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 14, 2012

RICHARD M. MOGERMAN, ESQ.
8211 WEST BROWARD BLVD., SUITE 200
PLANTATION, FL 33324

SUBJECT: COFFEE BY THE SEA CORP
Ref. Number: W12000047547

We have received your document for COFFEE BY THE SEA CORP and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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.

Neysa Culligan
Regulatory Specialist II

Letter Number: 512A00023183

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
12 SEP 21 PM 3: 04
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:

COFFEE BY THE SEA LLC

L11-60917

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 MAY 23, 2011

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:

COFFEE BY THE SEA CORP.

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.

Signed this 17th day of SEPTEMBER, 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: GREGORY D. RUSSELL 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: GREGORY D. RUSSELL 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
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED:

12 SEP 21 PM 3:04

ARTICLE I NAME

The name of the corporation shall be: **COFFEE BY THE SEA CORP.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

Principal street address

4445 EL MAR DRIVE
UNIT 409
LAUDERDALE BY THE SEA, FLORIDA 33308

Mailing address, if different is:

133 LOWTHER AVENUE
TORONTO, ONTARIO
M5R 1E4

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

OWNERSHIP AND OPERATION OF COFFEE SHOPS AND FOR ANY AND ALL LEGAL PURPOSES.

ARTICLE IV SHARES

The number of shares of stock is: 1,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

| | |
|---|-----------------------|
| Name and Title: GREGORY D. RUSSELL, PRESIDENT | Name and Title: _____ |
| Address: 4445 EL MAR DRIVE | Address: _____ |
| UNIT 409 | _____ |
| LAUDERDALE BY THE SEA, FLORIDA 33308 | _____ |

| | |
|---|-----------------------|
| Name and Title: STEVEN SOMERVILLE, VICE PRESIDENT and SECRETARY | Name and Title: _____ |
| Address: 4537 BRITANNIA DRIVE | Address: _____ |
| FORT MYERS, FLORIDA 33912 | _____ |
| _____ | _____ |

| | |
|-----------------------|-----------------------|
| Name and Title: _____ | Name and Title: _____ |
| Address: _____ | Address: _____ |
| _____ | _____ |
| _____ | _____ |

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: RICHARD M. MOGERMAN, P.A.
Address: 8211 WEST BROWARD BOULEVARD, SUITE 200
PLANTATION, FLORIDA 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

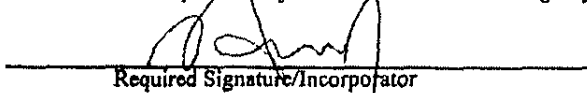
Name: GREGORY D. RUSSELL
Address: 4445 EL MAR DRIVE, UNIT 409
LAUDERDALE BY THE SEA, FLORIDA 33308

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


Required Signature/Registered Agent

SEPTEMBER 11, 2012
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature/Incorporator

SEPTEMBER 10, 2012
Date