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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
NOV 15 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Alpha Southeast, 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:

Jenny Bezis Howard

Contact Person

Milam Howard

Firm/Company

14 East Bay Street

Address

Jacksonville, FL 32202

City, State and Zip Code

ahoward@milamhoward.com

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

For further information concerning this matter, please call:

G. Alan Howard

Name of Contact Person

at (904) 357-3660

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
ALPHA SOUTHEAST, LLC
INTO
ALPHA SOUTHEAST, INC.**

FILED
12 NOV 13 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert Alpha Southeast, LLC into Alpha Southeast, Inc. in accordance with Section 607.1115, *Florida Statutes*.

1. The name of the entity immediately prior to the filing of this Certificate of Conversion is:

Alpha Southeast, LLC

2. Alpha Southeast, LLC is a limited liability company first organized under the laws of the State of Florida on February 9, 2011 and assigned document number: L11000017349.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is:

Alpha Southeast, Inc.

4. Alpha Southeast, LLC has converted into Alpha Southeast, Inc. in compliance with Chapter 607, *Florida Statutes*, and the conversion complies with the applicable laws governing Alpha Southeast, Inc.

5. The plan of conversion was approved by Alpha Southeast, LLC in accordance with Chapter 608, *Florida Statutes*.

6. The effective date of this conversion shall be the date of filing of this Certificate of Conversion.

7. Alpha Southeast, Inc.'s principal office address is:

7400 Baymeadows Way, Suite 210
Jacksonville, FL 32256

Signed this 30 day of October, 2012.

ALPHA SOUTHEAST, INC.

By: _____

Reynolds D. Peterson, its President

ALPHA SOUTHEAST LLC

By: _____

Reynolds D. Peterson, its Manager

**ARTICLES OF INCORPORATION
OF
ALPHA SOUTHEAST, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Duration**

The name of the Corporation is Alpha Southeast, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed with the Florida Department of State.

**ARTICLE II
Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 7400 Baymeadows Way, Suite 210, Jacksonville, Florida 32256.

**ARTICLE III
Registered Office and Agent**

The street address of the registered office in the State of Florida is 14 East Bay Street, Jacksonville, Florida 32202 in the County of Duval. The name of the registered agent at such address is Milam Howard Nicandri Dees & Gillam, P.A.

**ARTICLE IV
Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE V
Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of common stock ("Common Stock") \$.01 par value per share.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
G. Alan Howard	14 East Bay Street Jacksonville, FL 32202

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Reynolds D. Peterson	7400 Baymeadows Way, Suite 210, Jacksonville, Florida 32256
Paul E. Ina	7400 Baymeadows Way, Suite 210, Jacksonville, Florida 32256
Gary L. Sneddon	7400 Baymeadows Way, Suite 210, Jacksonville, Florida 32256

ARTICLE VIII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
Indemnification

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

ARTICLE XI
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void *ab initio*.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at City of Jacksonville, Duval County Florida, this 30 day of October, 2012.

By: _____

G. Alan Howard, Incorporator

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Alpha Southeast, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Milam Howard Nicandri Dees & Gillam, P.A., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, *Florida Statutes*.

**MILAM HOWARD NICANDRI
DEES & GILLAM, P.A.**

By: 

G. Alan Howard, President

DATED: October 30, 2012.