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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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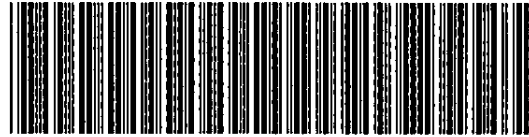
(Business Entity Name)

(Document Number)

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

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12/26/12--01012--001 \*\*105.00

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CS-13-53

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Behavioral Aid Solutions, 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:

Mariaelena Palomino

Contact Person

Behavioral Aid Solutions, Inc.

Firm/Company

8340 SW 105th Street

Address

Miami, FL 33156

City, State and Zip Code

BehavioralAid@gmail.com ✓

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

For further information concerning this matter, please call:

Mariaelena Palomino at ( 786 ) 281-8855

Name of Contact Person

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:**

Charter Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Charter Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 2, 2013

MARIAELENA PALOMINO  
8340 SW 105TH ST  
MIAMI, FL 33156

SUBJECT: BEHAVIORAL AID SOLUTIONS, INC.  
Ref. Number: W13000000053

We have received your document for BEHAVIORAL AID SOLUTIONS, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected original and one copy of 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) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 713A00000024

**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:

**Behavioral Aid Solutions, LLC**

LI000622325

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 **2/22/2011**

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:**

**Behavioral Aid Solutions, Inc.**

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: **12/26/2012**  
(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.)

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Signed this 21<sup>st</sup> day of December, 2012.

**Required Signature for Florida Profit Corporation:**

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

Printed Name: Mariagelena Palomino Title: Director

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: Mariagelena Palomino Managing

Printed Name: Mariagelena Palomino Title: 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)

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**ARTICLES OF INCORPORATION  
OF  
BEHAVIORAL AID SOLUTIONS, INC.**

Pursuant to Chapter 607 of the Florida Statutes, the undersigned Incorporator of Behavioral Aid Solutions, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the Corporation is Behavioral Aid Solutions, Inc.

**ARTICLE II  
Principal Office and Mailing Address**

**2.01** The complete street address of the initial designated principal office of the Corporation shall be at 5545 SW 8<sup>th</sup> Street, Suite 206, Miami, FL 33134.

**2.02** The complete mailing address of the Corporation shall be at 5545 SW 8<sup>th</sup> Street, Suite 206, Miami, FL 33134.

**ARTICLE III  
Purpose**

The purpose for which the Corporation is organized is to conduct any and all lawful business for which corporations can be organized under Florida law.

**ARTICLE IV  
Authorized shares**

The number of shares the Corporation is authorized to issue is 100 shares of common stock, no par value per share.

**ARTICLE V  
Redeemable Stock**

**5.01** The Corporation, at its option, shall have the right to redeem any or all of the shares of the Corporation owned by any one or more of the following: (a) any person or entity who has been provided with information about the business operations and contacts of the Corporation and/or its affiliated entities, which information could be used against the interests of the Corporation, and such person or entity is no longer involved in the business operations of the Corporation, (b) any person or entity who has provided services to the Corporation, whether as an employee or otherwise, but who no longer provides such services to the Corporation, and who has, in the

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determination of the Corporation's board of directors, competed with the Corporation, (c) any person or entity who has provided services to the Corporation, whether as an employee or otherwise, but who no longer provides such services to the Corporation, and who has competed with the Corporation and (d) any person or entity who has provided services to the Corporation, whether as an employee or otherwise, but who no longer provides such services to the Corporation.

**5.02** The redemption price to be paid for each share of the Corporation's common stock upon redemption shall be the fair value per share of common stock, as determined by the Corporation's Board of Directors.

**ARTICLE VI**  
**Directors and Officers**

The Corporation's Initial Board of Directors and Officers shall be comprised of the following:

<b>Name</b>	<b>Title</b>	<b>Address</b>
Mariaelena Palomino	President	8340 SW 105 Street
	Treasurer	Miami, FL 33156
Jorge Maceda	Vice-President	3675 N. Country Club Dr., Apt. 2107
	Secretary	Aventura, FL 33180

**ARTICLE VII**  
**Initial Registered Agent**

The name and address of the initial registered agent of the Corporation is Mariaelena Palomino, 5545 SW 8<sup>th</sup> Street, Suite 206, Miami, FL 33134.

**ARTICLE VIII**  
**Incorporator**

The name and address of the Incorporator is: Mariaelena Palomino, residing at: 8340 SW 105<sup>th</sup> Street, Miami, FL 33156.

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

Mariaelena Palomino      12/21/12  
Registered Agent      Date

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I submit this document and affirm 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 Fla. Stat. §817.155.

Marafene Palomino, Incorporator, executed these Articles of Incorporation dated this 21 day of December, 2012.

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