

PI3000009091

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

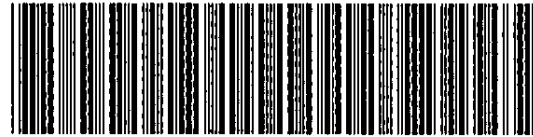
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300243656263

01/25/13--01038--013 **122.50

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13 JAN 25 PM 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Roosters Daytime Cafe'

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:

Carrol Ann Kilinski

Contact Person

Roosters Daytime Cafe'

Firm/Company

891 NE Jensen Beach Blvd.

Address

Jensen Beach, FL 34957

City, State and Zip Code

roostersdaytimec@bellsouth.net ✓

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

For further information concerning this matter, please call:

Carrol Ann Kilinski

Name of Contact Person

at (772) 225-7750

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

RECEIVED
13 JAN - 7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PW 00 000000
201245 106591
Department of the Treasury
Internal Revenue Service
Ogden UT 84201-0038



6523
34997 IRS USE ONLY

29953-691-01722-2 A0156839 26
451604024 SB J

For assistance, call:
1-800-829-0115

Notice Number: CP261
Date: November 19, 2012

Taxpayer Identification Number:
45-1604024
Tax Form:
Tax Period:

010043.127972.0040.001 1 AT 0.374 536



TCK LLC
ROOSTERS DAYTIME CAFE
597 SE ASHLEY OAKS WAY
STUART FL 34997-2810



.0043

Notice of Acceptance as an S Corporation

We have accepted your election to be treated as an S corporation beginning January 1, 2013. Your accounting period will end in December.

We would also like to take this opportunity to inform you of your tax obligations related to the payment of compensation to shareholder-employees of S corporations.

When a shareholder-employee of an S corporation provides services to the S corporation, reasonable compensation generally needs to be paid. This compensation is subject to employment taxes.

Tax practitioners and subchapter S shareholders need to be aware that Revenue Ruling 74-44 states that the Internal Revenue Service (IRS) will re-characterize small business corporation dividends paid to shareholders as salary when such dividends are paid to the shareholders in lieu of reasonable compensation for services.

The IRS may also re-characterize distributions other than dividend distributions as salary. This position has been supported in several recent court decisions.

If you have any questions about this notice or the action we have taken, please call us at the telephone number listed above. If you prefer, you may write to us at the address shown at the top of this notice. If you write to us, please provide your telephone number and the most convenient time for us to call so we can resolve your inquiry. Please return the bottom part of this notice to help us identify your case.

For tax forms, instructions and information visit www.irs.gov. (Access to this site will not provide you with your specific taxpayer account information.)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 8, 2013

CARROL ANN KILINSKI
ROOSTERS DAYTIME CAFE'
891 NE JENSEN BEACH BLVD
JENSEN BEACH, FL 34957

SUBJECT: ROOSTERS DAYTIME CAFE' INC.
Ref. Number: W13000001363

We have received your document for ROOSTERS DAYTIME CAFE' INC. and your check(s) totaling \$272.50. 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.

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The fees to file the Certificate of Conversion and Articles of Incorporation total \$105.00 (\$35 filing fee for the Certificate of Conversion, \$35 filing fee for Articles of Incorporation, and \$35 for the Registered Agent Designation). Enclose an additional \$8.75 for each certified copy or certificate of status requested.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Diane Cushing

Regulatory Specialist II Supervisor

Letter Number: 013A00000502

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: LL - 39790

TCK, LLC DBA Roosters Daytime Cafe'

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 **April 4, 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**:

Roosters Daytime Cafe' 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.)

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13 JAN 25 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 3rd day of January, 2013.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Carol Ann Kilinski

Printed Name: Carol Ann Kilinski Title: President

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

Signature: Tammy Jo Kronowit
Printed Name: Tammy Jo Kronowit Title: Secretary

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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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Roosters Daytime Cafe' Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

Mailing address, if different is:

891 NE Jensen Beach Blvd.

Jensen Beach, FL 34957

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful business

ARTICLE IV SHARES

The number of shares of stock is:

100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Carrol Ann Kilinski, President

Address: 597 SE Ashley Oaks Way
Stuart, FL 34997

Name and Title: Tammy Jo Kronowit, Secretary

Address: 597 NE Ashley Oaks Way
Stuart, FL 34997

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

ARTICLE VI REGISTERED AGENT

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

Name:

Carrol Ann Kilinski

Address:

597 SE Ashley Oaks Way
Stuart, FL 34997

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TALLAHASSEE, FLORIDA

ARTICLE VII . . . INCORPORATOR

The name and address of the Incorporator is:

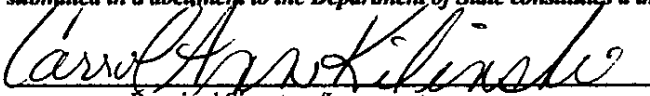
Name: MGRM Carrol Ann Kilinski
Address: 597 SE Ashley Oaks Way
Stuart, FL 34997

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

January 3, 2013
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

January 3, 2013
Date

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13 JAN 25 PM 12: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA