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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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# BRENNAN, MANNA & DIAMOND, P.L.

3301 Bonita Beach Road ♦ Suite 100 ♦ Bonita Springs, FL 34134 ♦ [www.bmdpl.com](http://www.bmdpl.com)  
phone (239) 992-6578 ♦ facsimile (239) 992-9328

Donna M. Flammang  
direct dial: (239) 405-8672  
[dmflammang@bmdpl.com](mailto:dmflammang@bmdpl.com)

February 26, 2013

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

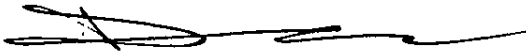
Re: Certificate of Conversion "Other Business Entity"

Gentlemen:

Enclosed please find a Certificate of Conversion, Articles of Incorporation and our check in the amount of \$105.00 to cover the filing fees for Palmko Enterprises, LLC to convert to Palmko Enterprises, Inc.

If you have any questions concerning this conversion, please do not hesitate to call me.

Sincerely,



Donna M. Flammang

DMF/acr  
Enclosures

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** PALMKO ENTERPRISES, 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:

Donna M. Flammang, Esquire

Contact Person

Brennan, Manna & Diamond, P.L.

Firm/Company

3301 Bonita Beach Rd., Ste. 100

Address

Bonita Springs, FL 34134

City, State and Zip Code

dmflammang@bmdpl.com

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

For further information concerning this matter, please call:

Donna M. Flammang at (239) 405-8672

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

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

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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:

PALMKO ENTERPRISES, LLC

LD6000066134

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 June 30, 2006

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:

N/A

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

PALMKO ENTERPRISES, 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.)

Signed this 22<sup>nd</sup> day of February, 2013.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers no been selected, an Incorporator: [Signature]  
Printed Name: Jennifer N. Palma Title: Director/President

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

Signature: [Signature]  
Printed Name: Jennifer N. Palma 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)

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# ARTICLES OF INCORPORATION

## PALMKO ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

### ARTICLE I

The name of the corporation is: **Palmko Enterprises, Inc.**

### ARTICLE II

The principal place of business address of the Corporation shall be:

14261 S. Tamiami Trail  
Suite 16  
Fort Myers, Florida 33971

### ARTICLE III

The mailing address of the Corporation shall be:

10891 Crooked River Road  
Unit 202  
Bonita Springs, Florida 34135

### ARTICLE IV

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

### ARTICLE V

The Corporation shall commence upon the filing of these Articles of Incorporation, and shall have perpetual existence.

### ARTICLE VI

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having no par value.

## **ARTICLE VII**

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

## **ARTICLE VIII**

The name and address of the initial Registered Agent is:

Donna M. Flammang, Esq.  
Brennan, Manna & Diamond, P.L.  
3301 Bonita Beach Road, Suite 100  
Bonita Springs, Florida 34134

The Board of Directors from time to time may change the Registered Agent and move the Registered Office to any other address in the State of Florida, all in accordance with Florida law.

## **ARTICLE IX**

The number of directors to comprise the initial Board of Directors shall be one (1) director. The director that is appointed to serve until new directors are appointed is Jennifer N. Palma. Thereafter the number of directors shall be fixed by, or in the manner provided in the bylaws of the corporation.

## **ARTICLE X**

The name and street address of the Incorporator of these Articles of Incorporation is:

Donna M. Flammang, Esq.  
Brennan, Manna & Diamond, P.L.  
3301 Bonita Beach Road, Suite 100  
Bonita Springs, Florida 34134

## **ARTICLE X**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation on this 26<sup>th</sup> day of February, 2013.

By:   
Donna M. Flammang


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TALLAHASSEE, FLORIDA



**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the Articles of Incorporation, hereby accepts the appointment as Registered Agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 26<sup>th</sup> day of February, 2013.

By:   
Donna M. Flammang, Esq.

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**