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(Business Entity Name)

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J. Stivers MAR 25 2013



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March 19, 2013

**VIA FEDERAL EXPRESS**

Division of Corporations  
Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Certificate of Conversion for Other Business Entity Into Florida  
Profit Corporation**

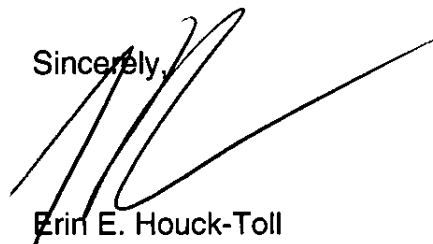
Dear Sir or Madame:

Please process the enclosed Certificate of Conversion for TrainingWheel, LLC, a Florida limited liability company into TrainingWheel, Inc., a Florida corporation. Our check in the amount of \$113.75 is also enclosed to cover (i) the \$35.00 filing fee, (ii) the Articles of Incorporation filing fee of \$70.00 and (iii) \$8.75 for a certified copy of the Articles of Incorporation.

Please forward the Certificate of Conversion and the certified copy of the Articles of Incorporation to my attention at the following address:

Erin E. Houck-Toll, Esq.  
Henderson, Franklin, Starnes & Holt, P.A.  
P.O. Box 280  
Fort Myers, FL 33902-0280

Sincerely,



Erin E. Houck-Toll

EEH/ksl

Enclosures

cc: Chris Parker - via e-mail to cparker@trainingwheel.com

Henderson, Franklin, Starnes & Holt, P.A.

**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:

**TRAININGWHEEL, LLC**

LL2000121911

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 **SEPTEMBER 24, 2012**

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:**

**TRAININGWHEEL, 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.)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Signed this 18<sup>TH</sup> day of MARCH, 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: [Signature]

Printed Name: KEVIN S. SMITH Title: INCORPORATOR

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

Signature: [Signature]  
Printed Name: KEVIN S. SMITH 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)

**ARTICLES OF INCORPORATION  
OF  
TRAININGWHEEL, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation shall be TRAININGWHEEL, INC. The initial principal business address of the corporation is 12801 Commonwealth Drive, Unit 12, Fort Myers, Florida 33913.

**ARTICLE 2  
DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE 3  
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 4  
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 5  
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

**NAME**

KEVIN S. SMITH

**ADDRESS**

12801 Commonwealth Drive, Unit 12  
Fort Myers, Florida 33913

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TALLAHASSEE, FLORIDA

**ARTICLE 6**  
**DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one Director initially, and the name and address of the initial Director[s] are as follows:

**NAME**

**ADDRESS**

KEVIN S. SMITH

12801 Commonwealth Drive, Unit 12  
Fort Myers, Florida 33913

**ARTICLE 7**  
**BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

**ARTICLE 8**  
**SHAREHOLDERS' AGREEMENT**

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

**ARTICLE 9**  
**INCORPORATOR**

The name and the address of the person signing these Articles of Incorporation are as follows:

**NAME**

**ADDRESS**

KEVIN S. SMITH

12801 Commonwealth Drive, Unit 12  
Fort Myers, Florida 33913

These Articles of Incorporation have been executed this 12 day of March, 2013

  
KEVIN S. SMITH, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree 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.

  
KEVIN S. SMITH, Registered Agent

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