

PI3000057885

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

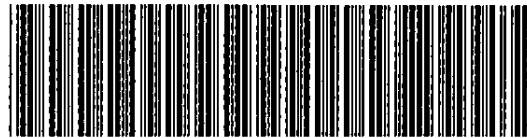
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



000247488650

05/03/13--01016--022 \*\*113.75

FILED  
13 JUL -5 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2228  
6107  
W13-26671

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VIP Financial Advisors, 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:

A. Jill C. McCrory, Esq.

Contact Person

McCrory Law Firm

Firm/Company

150 Laishley Court, Suite 122

Address

Punta Gorda, FL 33950

City, State and Zip Code

Jill@McCroryLaw.com ✓

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

For further information concerning this matter, please call:

A. Jill C. McCrory, Esq.

Name of Contact Person

at ( 941 ) 205-1122

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

FILED  
13 JUL -5 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 6, 2013

A. JILL C. MCCRORY ESQ  
150 LAISHLEY CT SUITE 122  
PUNTA GORDA, FL 33950

SUBJECT: VIP FINANCIAL ADVISORS, INC.  
Ref. Number: W13000026671

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

13 JUL -5 PM 1:35

RECEIVED

We have received your document for VIP FINANCIAL ADVISORS, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

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: 613A00011007

**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:

VIP Financial Advisors, Inc.      FI - 1340

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Corporation  
(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 Michigan  
(Enter state, or if a non-U.S. entity, the name of the country)

on December 15, 2004  
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:**

VIP Financial Advisors, 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.)

FILED  
13 JUL -5 AM 11:21  
REC'D DEPT. OF STATE  
TALLAHASSEE, FLORIDA

Signed this 26 day of JUNE, 2013.

**Required Signature for Florida Profit Corporation:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

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

Printed Name: Darrell VanPamel Title: President and Chariman

**Required Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]  
Printed Name: Darrell VanPamel Title: President and Chariman

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)

FILED  
13 JUL -5 AM 11:21  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VIP FINANCIAL ADVISORS, INC.  
a Florida Corporation**

FILED  
13 JUL -5 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these Articles to be delivered to the Department of State, State of Florida, for the purpose of forming a corporation under the laws of the State of Florida.

**Article 1 - Name**

The name of this corporation is VIP FINANCIAL ADVISORS, INC. a Florida Corporation.

**Article 2 - Mailing Address**

The initial principle office and its mailing address shall be 150 Laishley Court, Suite 116, Punta Gorda, Florida 33950.

**Article 3 - Purposes**

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

**Article 4 - Capital Stock**

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 60,000 shares of common stock. There shall be no other type or class of stock.

**Article 5 - Directors and/or Officers**

This corporation shall have one director initially. The initial director is Darrell VanPamel. The number of directors may be increased or decreased from time to time by By Laws adopted by the shareholders, but shall never be less than 1 nor more than 7.

The name and address of the persons who will serve as the initial officers are:

<u>Name and Title</u>	<u>Address</u>
Darrell VanPamel President and Chairman of the Board	150 Laishley Court, Suite 116 Punta Gorda, Florida 33950

**Article 6 - Address and Registered Agent**

The street address of the initial registered office of this corporation shall be 150 Laishley Court, Suite 116, Punta Gorda, Florida 33950. The name of the initial registered agent at such address is Darrell VanPamel.

**Article 7 - Incorporator**

The name and post office address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Darrell VanPamel	150 Laishley Court, Suite 116 Punta Gorda, Florida 33950

FILED  
13 JUL -5 AM 11:21  
SECRETARY OF STATE  
PALM BEACH, FLORIDA

**Article 8 - Duration of Corporate Existence**

This corporation shall exist perpetually.

**Article 9 - Effective Date**

The effective date of these Articles of Incorporation shall be effective on the date of filing.

**Article 10 - Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or


B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within sixty (60) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

#### **Article 11 - Amendment**

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

IN WITNESS WHEREOF, the undersigned has hereunto subscribed their name and affixed their seal this 26 day of JUNE, 2013.

  
\_\_\_\_\_  
Darrell VanPamel  
President and Chairman

FILED  
JUL - 5 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **Acceptance of Registered Agent**

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
\_\_\_\_\_  
Darrell VanPamel

6/26/2013  
Date