

P13000101900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

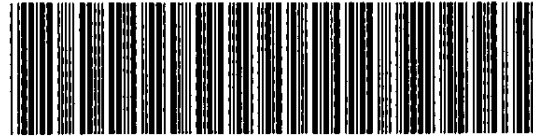
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



300254219493

12/05/13--01021--011 \*\*122.50

FILED  
13 DEC 26 PM 1:05  
STATE  
TALLAHASSEE, FLORIDA

W13-66879

12/27/13



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 6, 2013

IRA A. SHAPIRO  
16375 NE 18TH AVE.  
SUITE 225  
NORTH MIAMI BEACH, FL 33162

SUBJECT: BLUEPINE CAPITAL USA INC.  
Ref. Number: W13000066879

We have received your document for BLUEPINE CAPITAL USA INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by a chairman, vice chairman, director, officer, or an incorporator, if directors or officers have not been selected.

The Certificate of Conversion MUST have two (2) signatures. We need a signature for the Existing entity, AND a signature for the Resulting entity. Both signatures can be from the same individual.

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.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 913A00027851

RECEIVED  
13 DEC 26 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**IRA R. SHAPIRO, P.A.**

ATTORNEY AND COUNSELOR AT LAW  
BAYLEE EXECUTIVE CENTER • SUITE 225  
16375 NORTHEAST 18TH AVENUE  
NORTH MIAMI BEACH, FLORIDA 33162

IRA R. SHAPIRO

DADE: (305) 944-3936  
BROWARD: (954) 763-5801  
FACSIMILE: (305) 944-3345  
E-MAIL: ~~irspa225@yahoo.com~~  
irspa225@yahoo.com

December 3, 2013

**VIA FEDERAL EXPRESS 797293914668**

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

Re: BLUEPINE CAPITAL USA LLC  
Certificate of Conversion into Florida corporation

To Whom It May Concern:

Please find enclosed a Certificate of Conversion for "Other Business Entity" into Florida corporation and Articles of Incorporation for Florida corporation. Also enclosed is a check in the amount of \$122.50 for the filing fees, certified copy and Certificate of Status.

Sincerely,



IRA R. SHAPIRO

IRS/sma

Encl.

scorp st-john 91613.1

**IRA R. SHAPIRO, P.A.**

ATTORNEY AND COUNSELOR AT LAW  
BAYLEE EXECUTIVE CENTER • SUITE 225  
16375 NORTHEAST 18TH AVENUE  
NORTH MIAMI BEACH, FLORIDA 33162

IRA R. SHAPIRO

DADE: (305) 944-3936  
BROWARD: (954) 763-5801  
FACSIMILE: (305) 944-3345  
E-MAIL: [irspa225@yahoo.com](mailto:irspa225@yahoo.com)

December 23, 2013

**VIA FEDERAL EXPRESS 797492200959**

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


**Attn.: Thomas Chang, Regulatory Specialist II New Filing Section**

Re: BLUEPINE CAPITAL USA LLC  
Letter Number: 913A00027851  
Reference Number: W13000066879  
Certificate of Conversion into Florida corporation

Dear Mr. Chang:

I am returning to you your letter to me of December 6, 2013 with regard to the filing of the Certificate of Conversion and Articles of Incorporation for BLUEPINE CAPITAL USA INC. Your letter indicated that there was a missing signature on the Certificate of Conversion, so I have had the documents resigned, and the fully signed Certificate of Conversion and Articles of Incorporation are now enclosed. Please process them and send me a certified copy and Certificate of Status, the cost of which was included with the check that I sent when the documents were originally filed. Thank you.

Sincerely,

  
IRA R. SHAPIRO

IRS/sma  
Encl.  
scorp st-john 122313

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** **BLUEPINE CAPITAL USA 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:

**IRA R. SHAPIRO**

Contact Person

**IRA R. SHAPIRO, P.A.**

Firm/Company

**16375 NE 18th Ave Suite 225**

Address

**North Miami Beach, FL 33162**

City, State and Zip Code

**info@irarshapiropa.com**

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

For further information concerning this matter, please call:

**Ira R. Shapiro**

Name of Contact Person

at ( **305** ) **944-3936**

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**

13 DEC 26 PM 1:05  
SECRETARY OF STATE  
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:

**BLUEPINE CAPITAL USA LLC (413-75455)**

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 1, 2013**

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:**

**BLUEPINE CAPITAL USA 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 19 day of December, 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: + Sean St-John

Printed Name: SEAN ST-JOHN Title: DIRECTOR

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

Signature: + Sean St-John  
Printed Name: SEAN ST-JOHN Title: MANAGER

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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13 DEC 26 PM 1:06  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BLUEPINE CAPITAL USA INC.**

The undersigned, SEAN ST-JOHN, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**I**

NAME AND ADDRESS:

The name of this Corporation shall be:

BLUEPINE CAPITAL USA INC.

The principal office of the Corporation will be:

16375 NE 18<sup>th</sup> Avenue, Suite 225  
North Miami Beach, FL 33162

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13 DEC 25 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**II**

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned shall have the power to make and



perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

### III

#### SHARES:

The authorized capital stock of this Corporation shall consist of: 1,000 shares of common stock, \$1.00 par value.

### IV

#### EXISTENCE:

The Corporation shall have perpetual existence.

### V

#### REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 16375 Northeast 18th Avenue, Suite 225, North Miami Beach, Florida 33162. The initial Registered Agent for the Corporation is IRA R. SHAPIRO located at the initial registered office address of the Corporation.

### VI

FILED  
13 DEC 26 PM 1:05  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

FILED  
13 DEC 26 PM 1:05  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

VII

FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

NAME

ADDRESS

SEAN ST-JOHN

242 Glen Manor Drive West  
Toronto Ontario M4E 2Y1 Canada

VIII

INCORPORATOR:

The name and address of the initial Incorporator of the Corporation is as follows:

NAME

ADDRESS

SEAN ST-JOHN

242 Glen Manor Drive West  
Toronto Ontario M4E 2Y1 Canada

IX

GENERAL PROVISIONS:

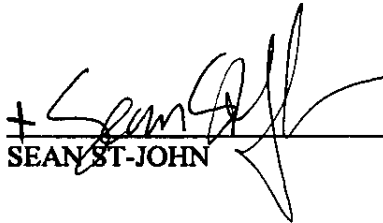
(a) The private property of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED this 19 day of December, 2013.

+   
SEAN ST-JOHN

RECEIVED  
13 DEC 26 PM 1:06  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

**BLUEPINE CAPITAL USA INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **BLUEPINE CAPITAL USA INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Wellington, County of Palm Beach, State of Florida, has named IRA R. SHAPIRO, located at 16375 Northeast 18th Ave., Suite 225, N. Miami Beach, FL 33162, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: *(MUST BE SIGNED BY DESIGNATED AGENT)*

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 

IRA R. SHAPIRO, Registered Agent

FILED  
13 DEC 26 PM 1:00  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA