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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K 12/27/13

**Dominique A. Payton**  
*Advanced Certified Paralegal*  
*Florida Registered Paralegal*  
561-650-0427  
Fax: 561-650-5300  
dpayton@jonesfoster.com

December 20, 2013

**FEDERAL EXPRESS**

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

Re: Tomley Properties LLC  
Document No. L11000110744

Dear Madam/Sir:

Please find enclosed the documents to effect the conversion of the above-referenced Florida limited liability company to a Florida corporation:

1. Cover Letter;
2. Certificate of Conversion converting Tomley Properties LLC to Tomley Properties, Inc.;
3. Plan of Conversion;
4. Articles of Incorporation of Tomley Properties Inc.;
5. Check in the amount of \$113.75 to cover the filing fee of \$105.00 plus \$8.75 to issue a certified copy.

We have enclosed a self-addressed stamped envelope for your convenience.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

  
Dominique A. Payton, ACP, FRP

Enclosures

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**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** TOMLEY PROPERTIES, 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:

Tasha K. Dickinson, Esq.

Contact Person

Jones Foster Johnston & Stubbs, P.A.

Firm/Company

505 S. Flagler Drive, Suite 1100

Address

West Palm Beach, FL 33401

City, State and Zip Code

dpayton@jonesfoster.com

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

For further information concerning this matter, please call:

Dominique Payton at (561) 650-0427

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

13 DEC 23 PM 4:20  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA  
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 Section 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

TOMLEY PROPERTIES LLC

(CL11-110744)

2. The "Other Business Entity" is a: limited liability company first organized, formed or incorporated under the laws of the State of Florida on September 27, 2011.

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**:

TOMLEY PROPERTIES, INC.

5. If not effective on the date of filing, enter the effective date: January 1, 2014.

6. The conversion is permitted by the applicable law(s) governing the "Other Business Entity" and the conversion complies with such law(s) and the requirements of Section 607.1115, Florida Statutes, in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed as of this 10 day of December, 2013, with effect on January 1, 2014.

**Signature of Authorized Representative of Florida Profit Corporation:**

Signature of Authorized Person: \_\_\_\_\_

Printed Name: Terri Fekete Title: Authorized Representative

**Signature on behalf of "Other Business Entity":**

Signature of Authorized Person: \_\_\_\_\_

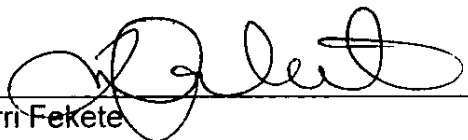
Printed Name: Terri Fekete Title: President

**PLAN OF CONVERSION  
FOR  
TOMLEY PROPERTIES LLC, A FLORIDA LIMITED LIABILITY COMPANY  
INTO  
TOMLEY PROPERTIES, INC., A FLORIDA CORPORATION**

- A. The name of the limited liability company prior to conversion is TOMLEY PROPERTIES LLC, and it is organized under the laws of the State of Florida.
- B. After conversion, TOMLEY PROPERTIES LLC will be known as TOMLEY PROPERTIES, INC., which is a corporation organized under the State of Florida.
- C. The conversion of TOMLEY PROPERTIES LLC to TOMLEY PROPERTIES, INC. shall be effective January 1, 2014.
- D. The membership interest of the sole member in the limited liability company will be exchanged for identical interests in TOMLEY PROPERTIES, INC. No monies or other consideration will exchange hands.
- E. Attached hereto is a copy of the Articles of Incorporation for TOMLEY PROPERTIES, INC., along with copies of the Certificate of Conversion, and the Shareholders' Agreement.
- F. Immediately prior to the conversion of TOMLEY PROPERTIES LLC to TOMLEY PROPERTIES, INC., the sole member, TERRI FEKETE, became the sole shareholder of TOMLEY PROPERTIES, INC. and all of the membership interests in TOMLEY PROPERTIES LLC were converted into common stock interests in TOMLEY PROPERTIES, INC.

IN WITNESS WHEREOF, The foregoing Plan of Conversion has been adopted and approved by Terri Fekete, the sole member of TOMLEY PROPERTIES LLC.

Dated as of the 10<sup>th</sup> day of December, 2013, with effect on January 1, 2014.

  
\_\_\_\_\_  
Terri Fekete

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TALLAHASSEE, FL

## **ARTICLES OF INCORPORATION**

**OF**

**TOMLEY PROPERTIES, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

### **ARTICLE I**

#### **Name**

The name of this corporation shall be TOMLEY PROPERTIES, INC.

### **ARTICLE II**

#### **Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

### **ARTICLE III**

#### **Capital Stock**

The capital stock of this corporation shall consist of 10,000 shares of common stock of \$.01 par value. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

### **ARTICLE IV**

#### **Principal Office and Mailing Address**

The Principal Office and the Mailing Address of this corporation is:

142 Via Veracruz  
Jupiter, FL 33458

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## **ARTICLE V**

### **Registered Agent/Registered Office**

The initial Registered Agent of this corporation is JONES FOSTER SERVICE, LLC, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

## **ARTICLE VI**

### **Initial Board of Directors**

This corporation shall initially have one (1) Director. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director is:

Terri Fekete  
142 Via Veracruz  
Jupiter, FL 33458

## **ARTICLE VII**

### **Incorporator**

The name and address of the incorporator is:

TASHA K. DICKINSON  
505 South Flagler Drive, Suite 1100  
West Palm Beach, FL 33401

## **ARTICLE VIII**

### **Amendment**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.


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## ARTICLE IX

### Commencement

The corporation shall commence its existence on January 1, 2014.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of December, 2013



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TASHA K. DICKINSON, Incorporator

13 DEC 23 PM 4:20  
FALLAHASSEE FL ORIDA



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

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

That TOMLEY PROPERTIES, INC., desiring to organize under the laws of the State of Florida, has named JONES FOSTER SERVICE, LLC, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

JONES FOSTER SERVICE, LLC

By: 

TASHA K. DICKINSON, Manager

13 DEC 23 PM 4:20  
STATE  
TALLAHASSEE, FLORIDA