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144



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 929534 5047618

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 105.00

ORDER DATE : December 17, 2013

ORDER TIME : 9:19 AM

ORDER NO. : 929534-005

CUSTOMER NO: 5047618

DOMESTIC AMENDMENT FILING

NAME: SH ADVISORS, LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

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CERTIFICATE OF CONVERSION

For

**SH ADVISORS, LLC,
a Florida limited liability company**

Into

**SH ADVISORS, INC.,
a Florida Corporation**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert SH ADVISORS, LLC, a Florida limited liability company into a Florida Corporation in accordance with Sections 608.4401, and 607.1115, Florida Statutes.

1. SH ADVISORS, LLC, a Florida limited liability company, filed on October 12, 2006 under File No. L06000099664 (the "Company") desires to convert to a Florida Corporation and the conversion complies with the requirements of Chapters 607 and 608, Florida Statutes.

2. A Plan of Conversion was duly adopted by unanimous written consent of the members of the Company.


3. The Effective Date of the Conversion shall be the date this Certificate is filed with the Florida Department of State.

4. The address of the principal office of SH ADVISORS, INC. is as set forth in the attached Articles of Incorporation.

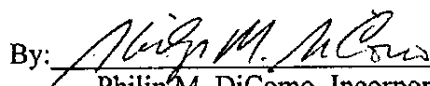
Signed this 11th day of December, 2013.

Signature of Authorized Person:

SH ADVISORS, LLC

By: 
Larry D. Silver, CEO /MANAGER

SH ADVISORS, INC.

By: 
Philip M. DiComo, Incorporator

ARTICLES OF INCORPORATION

2019 DEC 31 AM 8:30

OF

SH ADVISORS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be SH ADVISORS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is One Thousand (1,000) shares of common stock, \$1.00 par value per share.

ARTICLE IV. ADDRESS

The principal address of the corporation is 1001 East Telecom Drive, Boca Raton, Florida 33431, and the mailing address is the same.

ARTICLE V-REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301-2525 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

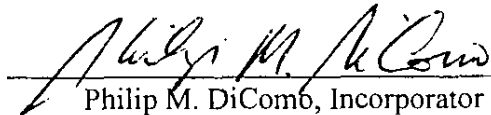
The name and address of the incorporator to these Articles of Incorporation is:

Philip M. DiComo
Haile, Shaw & Pfaffenberger, P.A.
660 U.S. Highway One – Third Floor
North Palm Beach, Florida 33408

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16th day of December, 2013.


Philip M. DiComb, Incorporator

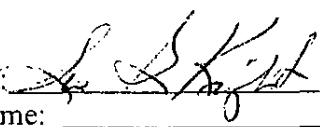
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article V of the foregoing Articles of Incorporation.

1. The name of the corporation is SH ADVISORS, INC.
2. The name of the registered agent in the State of Florida is Corporation Service Company.
3. The address of the registered agent in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301-2525.

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept the obligations of, Section 607.0501 of the Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Name: _____
Its: Rue G. Knight
Assistant Vice President
Date: 12-26, 2013

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