

P14000019393

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

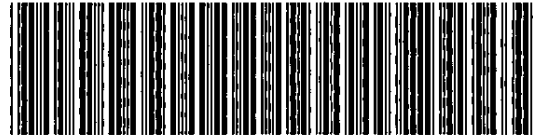
(Document Number)

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W14-9544

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DIVISION OF CLERK OF COURT
2014 FEB 10 PM 3:56

1/1

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: HOLEMAN GROUP, 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:

APRIL DAWN GENTILE

Contact Person

SHANE M. SMITH, P. A.

Firm/Company

3990 MINTON ROAD

Address

MELBOURNE, FL 32904

City, State and Zip Code

APRIL@SHANESMITHLEGAL.COM

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

For further information concerning this matter, please call:

APRIL DAWN GENTILE at (321) 724-1919

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2014

APRIL DAWN GENTILE
SHANE M. SMITH, P.A.
3990 MINTON ROAD
MELBOURNE, FL 32904

SUBJECT: HOLEMAN GROUP, INC.
Ref. Number: W14000009544

We have received your document for HOLEMAN GROUP, INC. and your check(s) totaling \$105.00. 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 effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 914A00003329

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
2014 FEB 10 PM 3:56

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:

HOLEMAN GROUP, LLC - L11000127690

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 **11/03/2011**
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:**

HOLEMAN GROUP, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: **FEBRUARY 26, 2014**
(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 _____ day of FEBRUARY, 2014

SECRETARY OF STATE
DIVISION OF CORPORATIONS
2014 FEB 10 PM 3:56

Required Signature for Florida Profit Corporation:

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

Printed Name: VAUGHN D HOLEMAN Title: MGR

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

Signature: _____

Printed Name: VAUGHN D HOLEMAN Title: MGR

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)

HOLEMAN GROUP, INC.

ARTICLES OF INCORPORATION

OF

HOLEMAN GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2014 FEB 10 PM 3:56
EFFECTIVE DATE 2/28/14

The undersigned Incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the Following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

HOLEMAN GROUP, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

**2101 S. Waverly Place Ste. 100
Melbourne, Florida 32901**

ARTICLE III: NATURE OF BUSINESS

This corporation may engage in or transact 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 IV: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock at \$1.00 par value per share.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually, commencing upon February 28, 2014 and acknowledgment hereof as provided by Florida State Statute 607.0203.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII: VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares

ARTICLE VIII: OFFICERS AND DIRECTORS

The names and street addresses of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors are elected, is/are:

Vice President, Director - Kathy E. Holeman
2101 S. Waverly Place Ste. 100, Melbourne, Florida 32901
President, Director - Vaughn D. Holeman
2101 S. Waverly Place Ste. 100, Melbourne, Florida 32901

ARTICLE IX: INCORPORATOR

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

Vaughn D. Holeman
2101 S. Waverly Place Ste. 100, Melbourne, Florida 32901

ARTICLE X: BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI: APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

ARTICLE XII: COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XIII: INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIV: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE XV: I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator(s) to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XVI: "S" CORPORATION ELECTION

It is the intent of the Incorporator(s) to file the appropriate Sub-Chapter S Corporation Internal Revenue Code Election (IRS Form 2553) at the organizational Meeting hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on **February 28, 2014**.



Vaughn D. Holeman, Incorporator

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

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
HOLEMAN GROUP, INC.
2. The name and address of the registered agent and office is:

**Vaughn D. Holeman
2101 S. Waverly Place Ste. 100, Melbourne, Florida 32901**

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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Vaughn D. Holeman , Registered Agent

2014 FEB 10 PM 3:56
SECRETARY OF
STATE
DIVISION OF
CORPORATIONS