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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

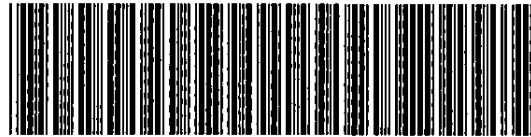
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COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Doug's Seafood 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:

Neely Hensley
Contact Person

Weiss + Associates
Firm/Company

9420 Fountain Medical Ct. 101
Address

Bonita Springs, FL 34135
City, State and Zip Code

nhensley@weissaccountants.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Neely Hensley at (239) 992-6060
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:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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:

Doug's Seafood Inc - F12 000005066
Enter Name of Other Business Entity

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

on 05/11/2009
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:

Doug's Seafood 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.)

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Signed this 7th day of March, 2014.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Douglas Anderson Jr.

Printed Name: Douglas Anderson Jr. Title: President

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

Signature: Douglas Anderson Jr.
Printed Name: Douglas Anderson Jr. Title: President

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.

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**ARTICLES OF INCORPORATION
OF
Doug's Seafood Inc**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I
Name and Principal Office**

- 1.01. The name of the corporation is **Doug's Seafood Inc.**
- 1.02. The Principal office of the corporation is: **2440 South Tamiami Trail Lot 53 Bonita Springs, FL 34134**
- 1.03. The mailing address of the corporation is: **2440 South Tamiami Trail Lot 53 Bonita Springs, FL 34134**

**ARTICLE II
Commencement and Duration**

- 2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III
Purpose**

- 3.01. The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Corporation Act. The specific purpose of this company is Any Legal Business

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14 MAR 17 PM 3:22

ARTICLE IV
Capital Stock

- 4.01. The corporation is authorized to issue one thousand (1000) shares of capital stock of One Dollar (\$1.00) par value of a single class designated as Common Stock.
- 4.02. Each outstanding share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.
- 4.03. The shares of capital stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of capital stock may not be issued until the full amount of the consideration therefore has been paid; thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V
Preemptive Rights

- 5.01. Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of capital stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares of capital stock.

ARTICLE VI
Board of Directors

- 6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the bylaws.

- 6.02.** Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.
- 6.03.** The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.
- 1.04.** The name and address of the initial director of the corporation is: **Douglas Anderson, 2440 South Tamiami Trail Lot 53 Bonita Springs, FL 34134**

ARTICLE VII

Indemnification

- 7.01.** The corporation shall indemnify any present or former officer or director, or person exercising powers and duties as an officer or director of the corporation, to the full extent now or hereafter permitted by law.

ARTICLE VIII

Bylaws

- 8.01.** The power to adopt, alter, amend or appeal Bylaws shall be vested in the shareholders.
- 8.02.** The affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

ARTICLE IX
Amendment

- 9.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X
Incorporator

- 1.05. The name and the address of the Incorporator executing these Articles of Incorporation is **Douglas Anderson^{jr}, 2440 South Tamiami Trail Lot 53 Bonita Springs, FL 34134**

ARTICLE XI
Registered Office and Agent

- 1.06. The street address of the initial registered office of the corporation is **2440 South Tamiami Trail Lot 53 Bonita Springs, FL 34134**
- 9.02. and the name of the initial Registered Agent of the corporation at that address is **Douglas Anderson^{jr}, IN WITNESS WHEREOF**, the undersigned executed these Articles of Incorporation on

3/7/14
Date

Douglas Anderson, Jr., President
Douglas Anderson, President

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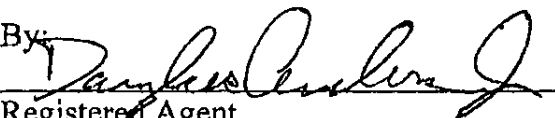
CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE
Doug's Seafood Inc.

Pursuant to 48.091 and 607.0501, Florida Statutes, the following is submitted:

Doug's Seafood Inc., a corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at, **2440 South Tamiami Trail Lot 53 Bonita Springs, FL 34134.**

- 1.07. **Doug's Seafood Inc.** has named **Douglas Anderson^{Jr.}** as its Registered Agent to accept process within the State of Florida.

Having been named a registered agent of, **Doug's Seafood Inc.**, a Florida corporation, to accept service of process for the corporation at the place designated in this Certificate, the undersigned hereby accepts appointment as the registered agent of the corporation and agree to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and acknowledges that it is familiar with and accepts the obligations as registered agent for said corporation.

By: 
Registered Agent

Dated: 3/7/14

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