

P/40000401/3

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2014 MAY -5 PM 2:50

1/4

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: INVEST A AND A, 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:

FRANCIS M. BOYER

Contact Person

BOYER LAW FIRM P.L.

Firm/Company

9471 Baymeadows Road, Suite 404

Address

Jacksonville, FL 32256

City, State and Zip Code

office@boyerlawfirm.com

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

For further information concerning this matter, please call:

FRANCIS M. BOYER at (**904**) **236-5317**

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

2014 MAY -5 PM 2:50

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:

INVEST A AND A, LLC - L13000129365

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 **09/12/2013**

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:**

INVEST A AND A, 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 _____ day of _____, 2014 MAY -5 PM 2:50

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: ALAIN ARNOULD Title: DIRECTOR

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

Signature: _____

Printed Name: ALAIN ARNOULD Title: DIRECTOR

Signature: _____

Printed Name: ANNE ENGELS Title: DIRECTOR

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)

2014 MAY -5 PM 2:50

**ARTICLES OF INCORPORATION
OF
INVEST A AND A, INC.**

a Corporation organized under the laws of the State of Florida

The undersigned subscribers to these Articles of Incorporation each competent as an incorporator pursuant to the provisions of sections 607.201, Florida Statutes, desiring to associate for the purpose of forming a corporation pursuant to chapter 607, FLORIDA BUSINESS CORPORATION ACT and pursuant to the provisions of the statutes of the State of Florida providing for the formation, liabilities, privileges and immunities of a corporation for profit, do hereby certify as follows:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the Corporation is and shall be:

INVEST A AND A, INC.

**ARTICLE II.
GENERAL PURPOSE OF CORPORATION**

The general purposes for which this Corporation is organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be located at:

1505 Legends Blvd,
Unit 2
Champions Gate, FL 33896

**ARTICLE IV.
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:

1505 LEGENDS BLVD, UNIT 2, CHAMPIONS GATE, FL 33896.

The name of the initial Registered Agent at that address is:

HEXAGON INTERNATIONAL, INC.,

1505 LEGENDS BLVD, UNIT 4, CHAMPIONS GATE, FL 33896.

**ARTICLE V.
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be one (1) and the names and address of each person who is to serve as a member thereof is as follows:

NAME OF DIRECTOR

ADDRESS

ALAIN ARNOULD

1505 Legends Blvd,
Unit 2
Champions Gate, FL 33896

ANNE ENGELS

1505 Legends Blvd,
Unit 2
Champions Gate, FL 33896

The mailing address of the ~~initial principal office of the~~ Corporation is:

8297 Champions Gate Blvd,
Unit 200 FCG
Champions Gate, FL 33896

**ARTICLE VI.
CAPITAL STOCK**

This Corporation is authorized to issue 50,000 shares of common stock at \$1.00 par value, which shall be designated as "Common Shares."

There shall be only one (1) class of shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be as follows:

FIFTY THOUSAND (50,000) SHARES
of
COMMON STOCK
With a Par Value of \$1.00 Per Share
[the "Common Stock"]

**ARTICLE VII.
STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall be not less than Fifty Thousand and No/100 (\$50,000.00) Dollars. Each Incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
ALAIN ARNOULD	25,000	\$25,000.00
ANNE ENGELS	25,000	\$25,000.00

**ARTICLE VIII.
INCORPORATORS**

The name and address of the each incorporator is:

Name	Address
ALAIN ARNOULD	1505 Legends Blvd, Unit 2 Champions Gate, FL 33896

ANNE ENGELS

1505 Legends Blvd,
Unit 2
Champions Gate, FL 33896

**ARTICLE IX.
BOARD OF DIRECTORS**

The Board of Directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time in accordance with the By-Laws of the corporation.

**ARTICLE X.
EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

**ARTICLE XI.
QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the board of directors.

**ARTICLE XII.
REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

**ARTICLE XIII.
EXECUTIVE COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts set forth in Section 608.0825, Florida Statutes.

**ARTICLE XIV.
ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

**ARTICLE XV.
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

**ARTICLE XVI.
GENERAL POWERS**

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

**ARTICLE XVII.
OFFICERS**

The Officers of this Corporation shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the By-Laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

**ARTICLE XVIII.
DURATION OF CORPORATE EXISTENCE**

This Corporation shall have perpetual existence unless dissolved sooner according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

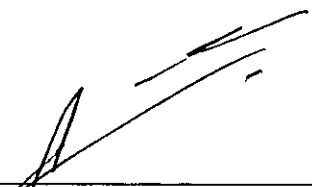
**ARTICLE XIX.
INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided by Fla. Stat. §607.0831.

**ARTICLE XX.
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation 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.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto, by setting his hand and seal, executed these Articles of Incorporation on this ____ day of February, 2014.



ALAIN ARNOULD



ANNE ENGELS

**CERTIFICATE
DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED
IN THE STATE OF FLORIDA
OF
INVEST A AND A, INC.**

a Corporation organized under the laws of the State of Florida

2014 MAY -5 PM 2:50

In compliance with Fla. Stat. §48.091, the following is submitted:

That **INVEST A AND A, INC.**, a *Florida corporation*, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, is 1505 Legends Blvd, Unit 2, Champions Gate, FL 33896, has named **HEXAGON INTERNATIONAL, INC.**, of 1505 LEGENDS BLVD. CHAMPIONS GATE. FL 33896, as its agent to accept service of process within this State.

Dated this 23rd day of February, 2014.

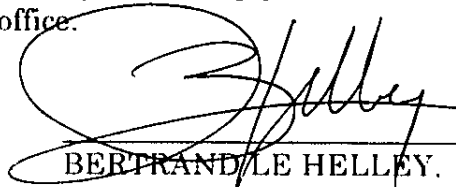
ALAIN ARNOULD

ANNE ENGELS

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN so named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performances of my duties, and I am familiar with and accept the obligations of my position as Registered Agent, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 23rd day of February, 2014.


BERTRAND LE HELLEY
Registered Agent