

P/400004/394

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

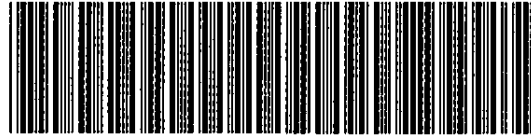
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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04/29/14--01002--012 \*\*122.50

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14 MAY -8 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W/4-27429

05/12/14



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 1, 2014

BEJAMIN OTERO  
DELRAY TROPICAL NURSERY INC.  
9380 155TH LANE SOUTH  
DELRAY BEACH, FL 33446

SUBJECT: DELRAY TROPICAL NURSERY INC.  
Ref. Number: W14000027429

We have received your document for DELRAY TROPICAL NURSERY INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 714A00009269

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Delray Tropical Nursery  
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:

Benjamin Otero  
Contact Person

Delray Tropical Nursery  
Firm/Company

9380 155th Lane South  
Address

Delray Beach Fl. 33446  
City, State and Zip Code

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

For further information concerning this matter, please call:

Lirio Serna at (561) (602-8881)  
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:

Delray Tropical Nursery, LLC  
Enter Name of Other Business Entity (14-59965)

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 April 11, 2014 ✓  
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:

Florida

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Delray Tropical Nursery 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 25 day of April, 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: [Signature]

Printed Name: Benjamin Otero Title: President

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

Signature: [Signature]  
Printed Name: Benjamin Otero Title: manager / 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.

**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)

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**ARTICLES OF INCORPORATION**

**In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

**ARTICLE I    NAME**

The name of the corporation shall be: Delray Tropical Nursery Inc.

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailling address is:

Principal street address  
9380 155th Lane South  
Delray Beach, Fl. 33446

Mailing address, if different is:

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is:

Wholesale nursery

**ARTICLE IV    SHARES**

The number of shares of stock is: 100

**ARTICLE V    INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Benjamin Otero - Pres    Name and Title: Lirio Serna - VP

Address: 9380 155th Lane So.    Address: 9380 155th Lane South  
Delray Beach Fl. 33446    Delray Beach, Fl. 33446

Name and Title: \_\_\_\_\_    Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_    Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_    Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_    Address: \_\_\_\_\_

**ARTICLE VI    REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Benjamin Otero  
Address: 9380 155th Lane So.  
Delray Beach, Fl. 33446

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**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: Benjamin Otero  
Address: 9380 155th lane so.  
Delray Beach, Fl. 33446

\*\*\*\*\*  
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
Required Signature/Registered Agent

4/25/14  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
Required Signature/Incorporator

4/25/14  
Date

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