

P14000090498

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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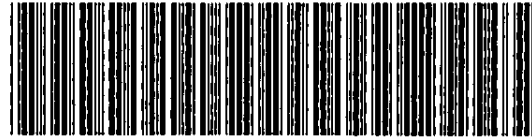
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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14 NOV -5 PM 4:06
STATE
TALLAHASSEE, FLORIDA

11/6/14

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: PGE MANAGEMENT, 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:

Timothy A. Knowles, Esq.

Contact Person

Porges, Hamlin, Knowles & Hawk, P.A.

Firm/Company

1205 Manatee Ave. W

Address

Bradenton, FL 34205

City, State and Zip Code

TAK@phkhlaw.com

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

For further information concerning this matter, please call:

Michael J. Jacobson at (617) 492-7104

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

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:

PGE MANAGEMENT, INC.

Enter Name of Other Business Entity

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

on November 27, 1991

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:

PGE MANAGEMENT, 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.)

FILED
14 NOV -5 PM 1:06
TALLAHASSEE, FLORIDA

Signed this 20th day of October, 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: Michael J. Jacobson

Printed Name: Michael J. Jacobson Title: Chairman

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

Signature: Michael J. Jacobson
Printed Name: MICHAEL J. JACOBSON 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.

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)

14 NOV -5 PM 4:06
ALLAHACSEE, FLORIDA
STATE

FAX AUDIT NUMBER:

ARTICLES OF INCORPORATION
OF
PGE MANAGEMENT, INC.

ARTICLE I. NAME

The name of this corporation shall be PGE MANAGEMENT, INC.

ARTICLE II. MAILING ADDRESS & PRINCIPAL OFFICE

The mailing address of the corporation is c/o Michael J. Jacobson, 16 Highland Ave., Cambridge, MA 02139. The principal place of business of the corporation is 16 Highland Ave., Cambridge, MA 02139.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue Fifty Thousand (50,000) shares of Common Stock, of one dollar (\$1.00) par value per share.

PREPARED BY:
Timothy A. Knowles
Florida Bar No. 0348181
Porges, Hamlin, Knowles & Hawk, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941)748-3770

FAX AUDIT NUMBER:

FAX AUDIT NUMBER:

ARTICLE VI.

The number of directors of the corporation may be fixed by the bylaws.

The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as director until the first annual meeting of the shareholders or until a successor is elected and qualified is:

Michael J. Jacobson 16 Highland Ave.
Cambridge, MA 02139

ARTICLE VII

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of the director's fiduciary duty. However, this Article shall not eliminate or limit the liability of a director for any of the following;

- (1) a breach of the director's duty of loyalty to the corporation or its shareholders;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of any director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE VIII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be 1205 Manatee Avenue West, Bradenton, Florida 34205

The name of the individual who shall serve as this corporation's initial registered agent at that address is Timothy A. Knowles, Esq.

FAX AUDIT NUMBER:

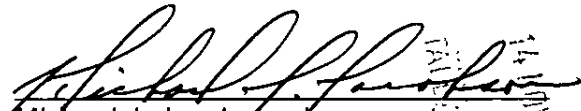
ARTICLE IX. INCORPORATOR

The name of the individual who shall serve as this corporation's incorporator is Timothy A. Knowles, Esq. and his address is 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE X. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote of such shareholders.

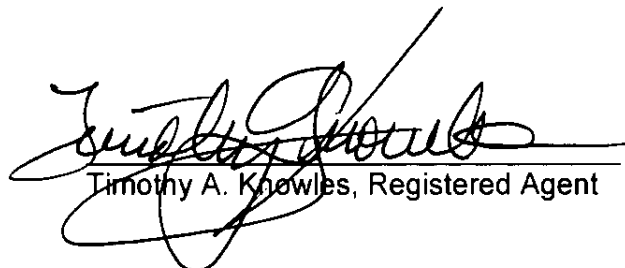
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20th day of October, 2014.


Michael J. Jacobson, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent PGE MANAGEMENT, INC. which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (2004), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 24th day of October, 2014


Timothy A. Knowles, Registered Agent



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 29, 2014

TIMOTHY A. KNOWLES, ESQ.
1205 MANATEE AVE. W
BRADENTON, FL 34205

SUBJECT: PGE MANAGEMENT, INC.
Ref. Number: W14000065745

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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.

Christine Haney
Regulatory Specialist II
New Filing Section

Letter Number: 314A00023175

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ALLA SASSER FLORES

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