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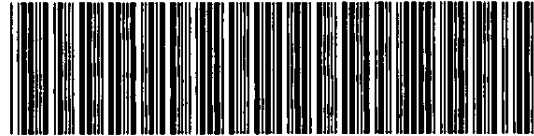
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SPECIAL
DIVISION 47001 4718

DEC 29 2014

T. SCOTT

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Merit Staffing, 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:

Jaime A. Frias

Contact Person

Frias Legal PA

Firm/Company

173 River Marsh Drive

Address

Ponte Vedra Beach, FL 32082

City, State and Zip Code

jim@friaslegal.com

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

For further information concerning this matter, please call:

Jaime Frias

Name of Contact Person

at (904) 343-7062

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:

Merit Staffing, LLC - L11000000816
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 January 3, 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:

N/A

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

Merit Staffing, Inc.
Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: January 1, 2015
(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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SECRET
DIVISION OF REVENUE
11-10-11

Signed this 5 day of December, 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: _____

Printed Name: Theodore H. Tippins Title: Incorporator

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

Signature: _____

Printed Name: Arthur H. Rogove Title: Manager

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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**STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
MERIT STAFFING, INC.**

Article 1. Name

The name of this corporation is Merit Staffing, Inc.

Article 2. Registered Agent and Office

The corporation's registered office in the State of Florida is to be located at 159 Hampton Point Dr., Suite 4, St. Augustine, FL 32092. The registered agent in charge thereof is David C. Smith.

Article 3. Purpose

The purpose for which this corporation is formed is to engage in the business of recruiting and placing contract personnel and related endeavors and any other lawful purpose for which a corporation may be formed under Florida law.

Article 4. Principal Office

The business address of the corporation's principal office is 159 Hampton Point Dr., Suite 4, St. Augustine, FL 32092.

Article 5. Effective Date; Duration

The effective date of incorporation of this corporation is January 1, 2015. The period of this corporation's duration is perpetual.

Article 6. Name and Address of Incorporator

The name and mailing address of the incorporator are as follows:

Theodore H. Tippins
159 Hampton Point Dr., Suite 4
St. Augustine, FL 32092

Article 7. Directors

7.1. Initial Directors

The number of directors constituting the initial board of directors is five. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Address

Theodore H. Tippins

1791 Bayside Blvd.
St. Johns, FL 32259

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David C. Smith	724 Spring Haven Drive St. Johns, FL 32259
Arthur H. Rogove	1452 Barrington Circle St. Augustine, FL 32092
Patrick J. D'Errico	2716 Arundel Lane St. Augustine, FL 32092
Krishna K. Pandey	1733 Pennan Place St. Johns, FL 32259

7.2. Changes in Authorized Number of Directors

The authorized number of directors of the corporation shall be five until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

7.3. Removal of Directors and Officers

Any officer elected or appointed by the board of directors, or by the Executive Committee, or by the shareholders, or any member of the Executive Committee, or of any other standing committee, or any director of this corporation may be removed at any time, with or without cause, in such manner as shall be provided in the bylaws of this corporation.

7.4. Specific Powers of Directors

(a) In furtherance and not in limitation of the powers conferred upon the board of directors by statute, the board of directors is expressly authorized, without any vote or other action by shareholders other than such as at the time shall be expressly required by statute or by the provisions of these articles of incorporation, as amended, or of the bylaws, to exercise all of the powers, rights and privileges of the corporation (whether expressed or implied in these articles or conferred by statute) and to do all acts and things which may be done by the corporation, including, without limiting the generality of the above, the right:

(i) Pursuant to a provision of the bylaws, by resolution adopted by a majority of the actual number of directors elected and qualified, to designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in that resolution or in the bylaw, shall have and exercise all the authority of the board of directors except as otherwise provided by law;

(ii) To make, alter, amend or repeal bylaws for the corporation;

(iii) To authorize the issuance from time to time of all or any shares of the corporation, now or in the future

authorized, part paid receipts or allotment certificates in respect of any such shares, and any securities convertible into or exchangeable for any such shares (regardless of whether those shares, receipts, certificates or securities be unissued or issued and subsequently acquired by the corporation), in each case to such corporations, associations, partnerships, firms, individuals or others (without offering those shares or any part of them to the holders of any shares of the corporation of any class now or in the future authorized), and for such consideration (regardless of whether more or less than the par value of the shares), and on such terms as the board of directors from time to time in its discretion lawfully may determine;

(iv) From time to time to create and issue rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the corporation of any class now or in the future authorized or any bonds or other obligations or securities of the corporation (without offering the same or any part of them to the holders of any shares of the corporation of any class now or in the future authorized);

(v) In furtherance and not in limitation of the provisions of the above subdivisions (iii) and (iv), from time to time to establish and amend plans for the distribution among or sale to any one or more of the officers or employees of the corporation, or any subsidiary of the corporation, of any shares of stock or other securities of the corporation of any class, or for the grant to any of such officers or employees of rights or options to subscribe for, purchase or otherwise acquire any such shares or other securities, without in any case offering those shares or any part of them to the holders of any shares of the corporation of any class now or in the future authorized; such distribution, sale or grant may be in addition to or partly in lieu of the compensation of any such officer or employee and may be made in consideration for or in recognition of services rendered by the officer or employee, or to provide the individual with an incentive to serve or to agree to serve the corporation or any subsidiary of the corporation, or otherwise as the board of directors may determine; and

(vi) To sell, lease, exchange, mortgage, pledge, or otherwise dispose of or encumber all or any part of the assets of the corporation unless and except to the extent otherwise expressly required by statute.

(b) The board of directors, in its discretion, may from time to time:

(i) Declare and pay dividends upon the authorized shares of stock of the corporation out of any assets of the corporation available for dividends, but dividends may be declared and paid upon shares issued as partly paid only upon the basis of the percentage of the consideration actually paid on those shares at the time of the declaration and payment;

(ii) Use and apply any of its assets available for dividends, subject to the provisions of clause 7.5(c) of these articles, in purchasing or acquiring any of the shares of stock of the corporation; and

(iii) Set apart out of its assets available for dividends such sum or sums as the board of directors may deem proper, as a reserve or reserves to meet contingencies, or for equalizing dividends, or for maintaining or increasing the property or business of the corporation, or for any other purpose it may deem conducive to the best interests of the corporation. The board of directors in its discretion at any time may increase,

diminish or abolish any such reserve in the manner in which it was created.

7.5. Power to Issue Shares

The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series.

The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

- (a) The number of shares constituting the series and the distinctive designation of the series;
- (b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;
- (c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;
- (d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;
- (e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;
- (f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;
- (g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and
- (h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the board of directors pursuant to this Article.

7.6. Indemnification

(a) The corporation shall, to the full extent permitted under applicable law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that [he/she] is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by [him/her] in connection with such action, suit or proceeding if [he/she] acted in good faith and in a manner [he/she] reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe [his/her] conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which [he/she] reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that [his/her] conduct was unlawful.

(b) The corporation shall, to the full extent permitted under applicable law, indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that [he/she] is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by [him/her] in connection with the defense or settlement of such action or suit if [he/she] acted in good faith and in a manner [he/she] reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of [his/her] duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper.

(c) To the extent that any person referred to in paragraphs (a) and (b) of this article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, [he/she] shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by [him/her] in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because [he/she] has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a

quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that [he/she] is entitled to be indemnified by the corporation as provided in this article.

(f) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in [his/her] official capacity and as to action in another capacity while holding such office, shall be interpreted so as to allow indemnification to the full extent permitted by applicable law, 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.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against [him/her] and incurred by [him/her] in any such capacity, or arising out of [his/her] status as such, whether or not the corporation would have the power to indemnify [him/her] against such liability under the provisions of this Article 7.6.

(h) For the purposes of this article, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as [he/she] would if [he/she] had served the resulting or surviving corporation in the same capacity.

Article 8. Capitalization

8.1. Number and Classes of Shares (Voting Right Distinction Only)

The total number of shares of all classes of stock which the corporation shall have authority to issue is one million (1,000,000), divided into five-hundred thousand (500,000) shares of Class A common stock at \$0.001 par value each (which shares shall have voting power), and five hundred thousand (500,000) shares of Class B common stock at \$0.001 par value each (which shares shall not have voting power). Other than voting rights, there shall be no difference in the rights conferred by the Class A and the Class B common stock.

8.2. Reserved Shares

Such numbers of shares of common stock as may from time to time be required for such purpose shall be reserved for issuance: (i) upon conversion of any shares of preferred stock (if any are authorized in the future) or any obligation of this corporation convertible into shares of common stock; (ii) upon exercise of any options or warrants to purchase shares of common stock; and (iii) upon grant of shares of common stock pursuant to any stock plan adopted by the corporation.

8.3. Amendment of Capital Provisions

This Article 8 can be amended only by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote.

Article 9. Share Rights and Restrictions

9.1. Voting Rights

Except as otherwise expressly provided by the law of the State of Florida or these articles of incorporation, holders of the Class A common stock shall possess exclusive voting power for the election of directors and for all other purposes, including the right to vote on questions of merger, consolidation and the sale of substantially all the assets of the corporation. Every holder of record of Class A common stock entitled to vote shall be entitled to one vote for each share held.

9.2. Effect of Shareholders' Agreement

The rights of all shares of stock of the corporation shall be subject to the restrictions set forth in a shareholders' agreement to be executed by all shareholders of the corporation on January 1, 2015. All persons purchasing or otherwise receiving shares of stock in the corporation subsequent to the execution of such agreement shall, as a condition precedent to becoming shareholders of the corporation, become parties to such agreement. The certificates representing shares of stock of the corporation shall bear on their face the following legend so long as the above-mentioned shareholders' agreement remains in effect:

RESTRICTIONS ON SALE OR TRANSFER OF STOCK. This stock certificate and the shares represented thereby is issued and shall be held subject to those particular qualifications, limitations and restrictions concerning the sale or transfer of stock as set forth in the Shareholders' Agreement by and among the corporation and its shareholders dated January 1, 2015, which matters are hereby referred to and made a part hereof, to all of which the holder of this certificate assents.

Article 10. Shareholders

10.1. Amendment of Bylaws

The board of directors has the power to make, repeal, amend and alter the bylaws of the corporation, to the extent provided in the bylaws. However, the paramount power to repeal, amend and alter the bylaws, or to adopt new bylaws, is vested in the shareholders of the corporation's Class A common stock. This power

may be exercised by a vote of a majority of such shareholders present at any annual or special meeting of the shareholders. Moreover, the directors have no power to suspend, repeal, amend or otherwise alter any bylaw or portion of any bylaw so enacted by the Class A common stock shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

10.2. Personal Liability of Shareholders

The private property of the shareholders of this corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

10.3. S Corporation Election

In the event the shareholders of the corporation ever elect to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the corporation and the board of directors will each year, on or before the due date(s) for estimated payment(s) of federal and applicable state and local income taxes, pay to the shareholders, by way of salary, bonus, dividend or otherwise, sufficient money for each shareholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any shareholder nor any of the officers of the corporation may, without the prior written consent of the record holders of more than fifty percent (50%) of the then outstanding shares of stock in the corporation, make or effect any transfer of any shares of stock in the corporation that would cause a termination or invalidation of the Election.

10.4. Actions by Written Consent

Whenever the vote of shareholders at a meeting of shareholders is required or permitted to be taken for or in connection with any corporate action by any provision of the corporation law of the State of Florida, or of these articles of incorporation or of the bylaws authorized or permitted by that law, the meeting and vote of shareholders may be dispensed with if the proposed corporate action is taken with the written consent of the holders of stock having a majority of the total number of votes which might have been cast for or in connection with that action if a meeting were held; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for that action, and provided that prompt notice is given to all shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

Article 11. Amendments

The corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change or repeal any provision contained in its articles of incorporation, as amended, to the extent and in the manner now or in the future permitted or prescribed by statute, and all rights conferred in these articles upon shareholders are granted subject to that reservation.

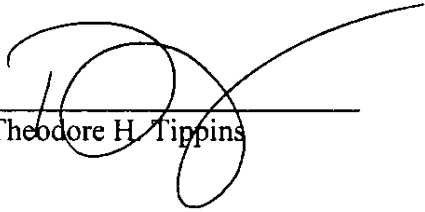
Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity, and I have accordingly hereunto set my hand this 5th day of December, A.D. 2014.


David C. Smith

Incorporator

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, do hereby certify that the facts stated herein are true, do certify that 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., and I have accordingly hereunto set my hand this 5th day of December, A.D. 2014.


Theodore H. Tippins

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SECRET
DIVISION OF CORPORATE
REGISTRATION