

P15000034588

(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:

Office Use Only



000271437910

04/07/15--01014--011 **118.75

FILED
15 APR -7 PM 2:58
STATE OF FLORIDA
TALLAHASSEE

WS-25032

Mark **Rutecki &
Associates P.A**

Telephone:
Office: (407) 566-9503
Facsimile: (407) 566-9506

Mark C. Rutecki, Esq.
Desk: (407) 566-9540

CORPORATE OFFICE
1420 Celebration Boulevard, Suite 200
Celebration, Florida 34747

WEB Address: <http://www.Rutecki.com>

Martindale-Hubbell:
www.lawyers.com/Rutecki

E-mail:
mark@rutecki.com

Attorneys at Law

March 31, 2015

Florida Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: Rutecki Giroux Corporation

Attention: Charter Section
Division of Corporations:

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 Florida Statutes, Sec. 607.1115.

Please return all correspondence concerning this matter to the attention of the following:

Mark C. Rutecki, Esq.
Mark Rutecki & Associates, P.A.
1420 Celebration Boulevard, Suite 200
Celebration, Florida 34747
Office: (407) 566-9503
Email: mark@rutecki.com

Should you have any questions, please call me directly at (407) 566-9503 at your first convenience. Thank you.

Sincerely Yours,



Mark C. Rutecki, Esq.

Enclosure: Check for \$113.75 (filing fees + certified copy) payable to FL Dept. of State

**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 Florida Statutes, Sec. 601.1115.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Rutecki Giroux & Company, LLC.

2. The "Other Business Entity" is a limited liability company first organized and formed under the laws of the State of Florida on March 28, 2014.

3. The jurisdiction of the said "Other Business Entity" has never changed.

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

Rutecki Giroux Corporation.

5. The effective date for this Certificate of Conversion, and hence the conversion and corporate existence of Rutecki Giroux Corporation, shall be the date of filing hereof.

Signed this 31st day of March 2015.



Mark C. Rutecki
As Chairman & Chief Executive Officer
on behalf of Rutecki Giroux Corporation
A Florida corporation



Mark C. Rutecki
As CEO & Managing Member
on behalf of Rutecki Giroux & Company, LLC
A Florida limited liability company

FILED
15 APR - 7 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RUTECKI GIROUX CORPORATION**

The undersigned incorporator of these Articles of Incorporation, being a natural person competent to contract, hereby presents these Articles of Incorporation to the Secretary of State for the State of Florida, Division of Corporations, for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: Rutecki Giroux Corporation

ARTICLE II

The Board of Directors may from time to time move the principle office and mailing address of the corporation to any address in Florida. The initial address of the principle office in the State of Florida and the mailing address of the corporation are as follows:

412 Arbor Circle, Celebration, Florida 34747

ARTICLE III

- A. This corporation is to have perpetual existence.
- B. The corporate existence of this corporation shall commence on the date of filing hereof.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having no par value.

ARTICLE V

The name of the initial registered agent and the street address of the initial registered agent 's office are as follows:

Registered Agent:

Mark Rutecki & Associates, P.A.

Address of Initial Registered Agent:

1420 Celebration Boulevard, Suite 200
Celebration, Florida 34747

ARTICLE VI

The corporation elects to have preemptive rights with respect to all issuance of shares including, but not limited to: (a) shares issued as compensation to directors, officers, agents or employees of the corporation or its subsidiaries or affiliates; (b) shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates; and (c) shares issued within six months from the effective date of incorporation.

ARTICLE VII

The name and post office address of the Incorporator to these Articles of Incorporation shall be:

<u>Name:</u>	<u>Address of Incorporator:</u>
Mark C. Rutecki	1420 Celebration Boulevard, Suite 200 Celebration, Florida 34747

ARTICLE VIII

The initial By-Laws shall be adopted by the corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the corporation in the manner set forth in the By-Laws.

ARTICLE IX

The corporation shall have one director initially. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director.

ARTICLE X

The name and address of the initial director is as follows:

<u>Name:</u>	<u>Address of Initial Director:</u>
Mark C. Rutecki	412 Arbor Circle Celebration, Florida 34747

The name and title of the initial officer is as follows:

<u>Name:</u>	<u>Title:</u>
Mark C. Rutecki	Chief Executive Officer

ARTICLE XI

The general nature of the business to be transacted by this corporation shall be:

- A. To engage in such business as permitted under the laws of the State of Florida and the United States;
- B. To invest the funds of this corporation in any type of investment, and to own real, personal, mixed, tangible and intangible property necessary for the operation of the business; and
- C. To transact any lawful business for which corporations may be formed under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 31st day of March 2015.



 Mark C. Rutecki

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Rutecki Giroux Corporation desiring to organize under the laws of the State of Florida, with its corporate mailing address, as indicated in the Articles of Incorporation, at City of Celebration, County of Osceola, State of Florida, has named as its Registered Agent to accept service of process in the State of Florida:

Mark Rutecki & Associates, P.A.
 1420 Celebration Boulevard, Suite 200
 Celebration, Florida 34747
 Office: (407) 566-9503

FILED
 15 APR - 7 PM 2: 58
 STATE OF FLORIDA
 HALL COUNTY

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.



 Mark C. Rutecki, Esq.

Mark Rutecki & Associates, P.A.
Registered Agent