

P15000044562

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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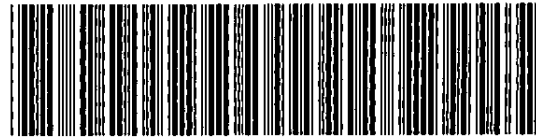
(Business Entity Name)

(Document Number)

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05/15/15--01005--014 **113.75

RECEIVED
DEPARTMENT OF STATE
15 MAY 15 AM 10:26

FILED
15 MAY 15 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/19/15

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Client First Holdings, 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:

Robert S. Bernstein, Esq.

Contact Person

Foley & Lardner LLP

Firm/Company

One Independent Drive, Suite 1300

Address

Jacksonville, FL 32202

City, State and Zip Code

Rbernstein@foley.com

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

For further information concerning this matter, please call:

Robert S. Bernstein

Name of Contact Person

at (904) 359-2000

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

*Please call when
ready
Bridgett Hurn
513-3364*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 MAY 15 PM 3:17

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 18, 2015

FOLEY & LARDNER LLP

SUBJECT: CLIENT FIRST HOLDINGS, INC.
Ref. Number: W15000034847

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 MAY 18 PM 3:54
TO ACHIEVE SUFFICIENCY OF FILING

We have received your document for CLIENT FIRST HOLDINGS, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

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.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 615A00010316

FILED
15 MAY 15 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 19, 2015

FOLEY & LARDNER LLP

SUBJECT: CLIENT FIRST HOLDINGS, INC.
Ref. Number: W15000034847

We have received your document for CLIENT FIRST HOLDINGS, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

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.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 215A00010425

FILED
15 MAY 15 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FROM OTHER BUSINESS ENTITY
TO FLORIDA PROFIT CORPORATION**

FILED

15 MAY 15 PM 3:17

(Section 607.1115, Florida Business Corporation Act)

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert CLIENT FIRST HOLDINGS, LLC, a Florida limited liability company, into CLIENT FIRST HOLDINGS, INC., a Florida profit corporation in accordance with Section 607.1115 of the Florida Business Corporation Act.

1. The name of the Other Business Entity immediately prior to filing of this Certificate of Conversion is CLIENT FIRST HOLDINGS, LLC. L12,0000000017

2. The Other Business Entity is a limited liability company first organized under the laws of Florida on December 30, 2011.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is CLIENT FIRST HOLDINGS, INC.

4. The Plan of Conversion has been approved in accordance with Section 605.1043 of the Florida Statutes.

5. The members of the Other Business Entity have agreed to waive any appraisal rights.

6. This conversion shall be effective in Florida at 12:01 a.m. on May 15 2015.

Executed this 13th day of May, 2015.

FLORIDA PROFIT CORPORATION:

OTHER BUSINESS ENTITY:

CLIENT FIRST HOLDINGS, INC.

CLIENT FIRST HOLDINGS, LLC

By: 

By: 

Name: Burt Kroner

Name: Burt Kroner

Title: President

Title: manager

ARTICLES OF INCORPORATION
OF
CLIENT FIRST HOLDINGS, INC.

FILED
15 MAY 15 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1.
NAME AND ADDRESS

Section 1.01 Name. The name of the corporation is CLIENT FIRST HOLDINGS, INC. (the "Corporation").

Section 1.02 Address of Principal Office; Mailing Address. The address of the principal office and mailing address of the Corporation is 301 Yamato Road, Suite 3200, Boca Raton, FL 33431.

Article 2.
DURATION

Section 2.01 Duration. The Corporation shall exist perpetually.

Article 3.
PURPOSES

Section 3.01 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Article 4.
CAPITAL STOCK

Section 4.01 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$.01 per share.

Article 5.
INCORPORATOR

Section 5.01 Name and Address of Incorporator. The name and address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Robert S. Bernstein	One Independent Drive, Suite 1300 Jacksonville, FL 32202

Article 6.
REGISTERED OFFICE AND AGENT

Section 6.01 Name and Address. The street address of the registered office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the registered agent of this Corporation at that address is F & L Corp.

Article 7.
DIRECTORS

Section 7.01 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.02 Initial Director. The name and business address of the initial director is Burt Kroner, 301 Yamato Road, Suite 3200, Boca Raton, FL 33431.

Article 8.
BYLAWS

Section 8.01 Bylaws. The bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

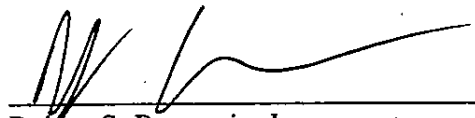
Article 9.
INDEMNIFICATION

Section 9.01 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article 10.
AMENDMENT

Section 10.01 Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of May, 2015.



Robert S. Bernstein, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F & L CORP., Registered Agent

Charles V. Hedrick

Charles V. Hedrick, Authorized Signatory

Date: 5/13/15

FILED
15 MAY 15 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA