

P15000094542

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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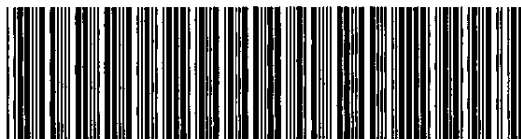
(Business Entity Name)

(Document Number)

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

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420 South Orange Avenue  
CNL Center II  
7th Floor  
Orlando, FL 32801  
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November 10, 2015

**VIA FEDEX**

Florida Department of State  
Division of Corporations, Clifton Bldg.  
2661 Executive Center Cir.  
Tallahassee, FL 32301

Re: Darien GCR, Inc. – Certificate of Conversion

Dear Sir/Madam:

Enclosed please find the original Certificate of Conversion and Articles of Incorporation for Darien GCR, Inc. for filing with the Department of State as well as our check in the amount of \$122.50 to cover the filing fees.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

ROETZEL & ANDRESS, LPA



Althea Whittaker, Legal Assistant

Encs.



November 6, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ROETZEL & ANDRESS

SUBJECT: DARIEN GCR, INC.  
REF: W15000073289

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You cannot file a Conversion as a fax filing. It must be submitted via mail in order to be processed.

Please return 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.

Jessica A Fason  
Regulatory Specialist II

FAX Aud. #: H15000264967  
Letter Number: 915A00023508

**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:

Darien Company

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 Cayman Islands

(Enter state, or if a non-U.S. entity, the name of the country)

on October 26, 2005

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:

Delaware

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

Darien GCR, 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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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Signed this 2 day of NOV, 2015.

**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: R. VICTOR TAGLIA Title: PRESIDENT

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

Signature: [Signature]

Printed Name: R. VICTOR TAGLIA 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)

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**ARTICLES OF INCORPORATION**

**OF**

**DARIEN GCR, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be DARIEN GCR, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address shall be located at 382 Old Oak Circle, Palm Harbor, Florida 34683 and mailing address of this Corporation shall be P.O. Box 1895, Palm Harbor, Florida 34682.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is fifty thousand (50,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The name and address of the initial Registered Agent is:

R&A Agents, Inc.  
420 South Orange Avenue, 7th Floor  
Orlando, Florida 32801

The Board of Directors from time to time may change the Registered Agent and move the registered office to any other address in the State of Florida, all in accordance with Florida law.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

R. Victor Taglia	P.O. Box 1895
	Palm Harbor, Florida 34682

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, are:

R. Victor Taglia

P.O. Box 1895  
Palm Harbor, Florida 34682

Thomas Sheridan Hogan, Jr. 20 S. Broad St.  
Brooksville, Florida 34601

## **ARTICLE VII - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

## **ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE IX - DATE OF EXISTENCE**

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 2 day of November, 2015.

  
\_\_\_\_\_  
R. Victor Taglia, Incorporator

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**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts the duties and obligations of, Section 607.0505, Florida Statutes.

Dated this 5<sup>th</sup> day of November 2015.

R&A Agents, Inc.

By: 

Christopher R. D'Amico

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