

P15000098566

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

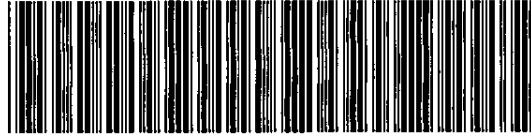
(Document Number)

Certified Copies _____ Certificates of Status _____

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2015 DEC -7 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 11 2015



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 24, 2015

OYER LAW FIRM, P.L.
9471 BAYMEADOWS ROAD, STE 404
JACKSONVILLE, FL 32256

SUBJECT: LOROW SPORTING GOODS, INC.
Ref. Number: W15000076708

We have received your document for LOROW SPORTING GOODS, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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.

Teresa Brown
Regulatory Specialist II

Letter Number: 215A00024785

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
2015 DEC -7 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
LOROW SPORTS, LLC

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 12/11/2012
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**:
LOROW SPORTING GOODS, 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.

Signed this 21st day of October, 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: _____

Printed Name: Nadine Loreau Title: Director

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

Signature: _____

Printed Name: Nadine Loreau Title: Manager

Signature: _____

Printed Name: Eric Loreau Title: Manager

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)

**ARTICLES OF INCORPORATION
OF
LOROW SPORTING GOODS, INC.**
a Corporation organized under the laws of the State of Florida

FILED
2015 DEC -7 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation each competent as an incorporator pursuant to the provisions of sections 607.201, Florida Statutes, desiring to associate for the purpose of forming a corporation pursuant to chapter 607, FLORIDA BUSINESS CORPORATION ACT and pursuant to the provisions of the statutes of the State of Florida providing for the formation, liabilities, privileges and immunities of a corporation for profit, do hereby certify as follows:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the Corporation is and shall be:

LOROW SPORTING GOODS, INC.

**ARTICLE II.
GENERAL PURPOSE OF CORPORATION**

The general purposes for which this Corporation is organized are as follows:

(1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*, but more specifically for the principal activity of wholesale and retail.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be located at:

44 W Flagler Street
Suite 2300
Miami, FL 33130

**ARTICLE IV.
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:

9471 Baymeadows Road, Suite 404, Jacksonville, Florida 32256

The name of the initial Registered Agent at that address is:

Francis M. Boyer, Esq., BOYER LAW FIRM, P.L.

**ARTICLE V.
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2) and the names and address of each person who is to serve as a member thereof is as follows:

NAME OF DIRECTOR

ADDRESS

NADINE LOREAU

44 W Flagler Street
Suite 2300
Miami, FL 33130

ERIC LOREAU

44 W Flagler Street
Suite 2300
Miami, FL 33130

The mailing address of the initial principal office of the Corporation is:

44 W Flagler Street
Suite 2300
Miami, FL 33130

**ARTICLE VI.
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated as "Common Shares."

There shall be only one (1) class of shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be as follows:

ONE THOUSAND (1,000) SHARES
of

COMMON STOCK

With a Par Value of \$1.00 Per Share
[the "Common Stock"]

**ARTICLE VII.
STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall be not less than One Thousand And No/100 (\$1,000.00) Dollars. Each Incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
NADINE LOREAU	450	\$450.00
ERIC LOREAU	550	\$550.00

**ARTICLE VIII.
INCORPORATORS**

The name and address of the each incorporator is:

NameAddress

NADINE LOREAU	44 W Flagler Street Suite 2300 Miami, FL 33130
ERIC LOREAU	44 W Flagler Street Suite 2300 Miami, FL 33130

**ARTICLE IX.
BOARD OF DIRECTORS**

The Board of Directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time in accordance with the By-Laws of the corporation.

**ARTICLE X.
EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

**ARTICLE XI.
QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the board of directors.

**ARTICLE XII.
REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

**ARTICLE XIII.
EXECUTIVE COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts set forth in Section 605.0825, Florida Statutes.

**ARTICLE XIV.
ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

**ARTICLE XV.
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

**ARTICLE XVI.
GENERAL POWERS**

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

**ARTICLE XVII.
OFFICERS**

The Officers of this Corporation shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the By-Laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

**ARTICLE XVIII.
DURATION OF CORPORATE EXISTANCE**

This Corporation shall have perpetual existence unless dissolved sooner according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE XIX.
INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided by Fla. Stat. §607.0831.

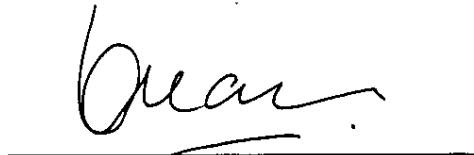
**ARTICLE XX.
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto, by setting his hand and seal, executed these Articles of Incorporation on this 21st day of October, 2015.



NADINE LOREAU



ERIC LOREAU

**CERTIFICATE
DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED
IN THE STATE OF FLORIDA
OF
LOROW SPORTING GOODS, INC.**
a Corporation organized under the laws of the State of Florida

FILED
2015 DEC -7 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Fla. Stat. §48.091, the following is submitted:

That **LOROW SPORTING GOODS, INC.** a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, is 44 W Flagler Street, Suite 2300, Miami, FL 33130, has named **FRANCIS M. BOYER, ESQ.** of 9471 Baymeadows Road, Suite 404, Jacksonville, Florida 32256, as its agent to accept service of process within this State.

Dated this 21st day of October, 2015.



NADINE LOREAU



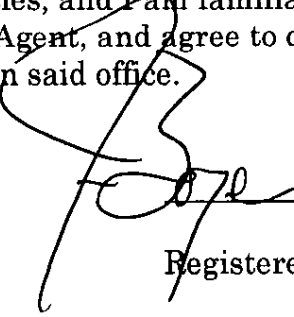
ERIC LOREAU

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN so named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performances of my duties, and I am familiar with and accept the obligations of my position as Registered Agent, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 21st day of October, 2015.

FRANCIS M. BOYER



Registered Agent