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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

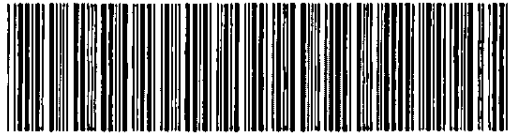
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/16/15--01003--014 **113.75

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OFFICE OF THE
SECRETARY OF STATE

DEC 16 2015
T SCHROEDER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Marcus's Fieldbrook, Inc.

Conversion Filing

Signature _____

Requested by: SETH

12/16/15

Name

Date

Time

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Marcus's Fieldbrook, 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:

Ryan S. Grazi, Esq.
Contact Person

Grazi & Gianino, LLP
Firm/Company

217 E. Ocean Boulevard
Address

Stuart, FL 34994
City, State and Zip Code

rgrazi@gglawyers.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kelly DeMaria, Legal Assistant at (772) 286-0200
Name of Contact Person 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:

Marcus's Fieldbrook, Inc. 799-5761
Enter Name of Other Business Entity

2. The "Other Business Entity" is a Foreign 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 State of Ohio
(Enter state, or if a non-U.S. entity, the name of the country)

on January 22, 1970
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:

Florida

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

Marcus's Fieldbrook, 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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TALLAHASSEE, FLORIDA

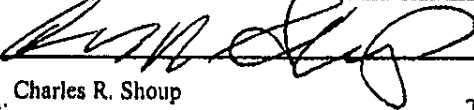
Signed this 15th day of December, 2015.

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: Charles R. Shoup Title: President

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

Signature: 
Printed Name: Charles R. Shoup 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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SECRETARY OF STATE
TALLAHASSEE FL 32304

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Marcus's Fieldbrook, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address	Mailing address, if different is:
<u>1600 N. 2nd Street</u>	<u></u>
<u>Fort Pierce, FL 34950</u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful business.

ARTICLE IV SHARES

The number of shares of stock is: 1,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: <u>Charles R. Shoup</u>	Name and Title: <u>President</u>
Address: <u>1600 N. 2nd Street</u>	Address: <u></u>
<u>Fort Pierce, FL 34950</u>	<u></u>
Name and Title: <u></u>	Name and Title: <u></u>
Address: <u></u>	Address: <u></u>
<u></u>	<u></u>
Name and Title: <u></u>	Name and Title: <u></u>
Address: <u></u>	Address: <u></u>
<u></u>	<u></u>

STATE OF FLORIDA
NOV 15 PM 2:02
SECRETARY OF STATE

FILE

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Ryan S. Grazi, Esq.
Address: 217 E. Ocean Boulevard
Stuart, FL 34994

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

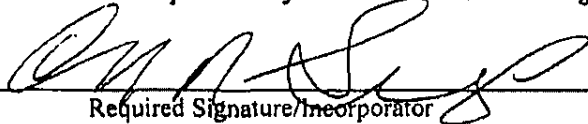
Name: Charles R. Shoup
Address: 1600 N. 2nd Street
Fort Pierce, FL 34950

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature/Registered Agent

12/15/15
Date

I submit this document and affirm that the facts stated herein are true. 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.


Required Signature/Incorporator

12/15/15
Date

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