

FILE 000030310

(Requestor's Name)

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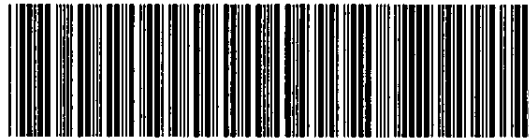
(Business Entity Name)

(Document Number)

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APR 06 2016  
T SCHROEDER

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 090786 4323109

AUTHORIZATION :

COST LIMIT : \$122.50

ORDER DATE : April 5, 2016

ORDER TIME : 3:20 PM

ORDER NO. : 090786-005

CUSTOMER NO: 4323109

DOMESTIC CONVERSION FILING

NAME: SAN FELASCO NURSERIES, LLC

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

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

This **Certificate of Conversion** and attached **Articles of Incorporation** are submitted to convert the following "Converted or Other Business Entity" into a Florida Profit Corporation in accordance with Section 607.1115, Florida Statutes.

1. The name of the Converted or Other Business Entity immediately prior to the filing of this Certificate of Conversion is **San Felasco Nurseries, LLC**, Florida Document Number L16000062050.
2. **San Felasco Nurseries, LLC** is a limited liability company first formed under the laws of the State of Florida on March 30, 2016, by conversion of a Florida corporation to the "Other Business Entity" (the "Prior Conversion"), which Prior Conversion is intended to be rescinded by the parties involved through the filing of this Certificate of Conversion and Articles of Incorporation.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is **San Felasco Nurseries, Inc.**, also a party to the Prior Conversion.
4. This conversion shall be effective upon the filing of the Certificate of Conversion and Articles of Incorporation with the Department of State.

(Signature on Next Page)

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FILED  
STATE OF FLORIDA  
DEPARTMENT OF STATE  
TALLAHASSEE

Signed and dated April 4, 2016.

**Required for Florida Profit Corporation:**

San Felasco Nurseries, Inc.

Alan C. Shapiro  
Alan C. Shapiro, President

**Required for Other Business Entity:**

San Felasco Nurseries, LLC

Alan C. Shapiro  
Alan C. Shapiro, Sole Member

*Certificate of Conversion*  
*San Felasco Nurseries, LLC to San Felasco Nurseries, Inc.*

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**ARTICLES OF INCORPORATION  
OF  
SAN FELASCO NURSERIES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **San Felasco Nurseries, Inc.**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock that the corporation shall be authorized to issue is Six Hundred (600) shares of common stock, each share having the par value of One Dollars (\$1.00).

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation is 7315 NW 126th Street, Gainesville FL 32653 and the mailing address is the same.

The street address of the initial registered office of the corporation is 7315 NW 126th Street, Gainesville FL 32653 and the name of the initial registered agent of the corporation at that address is Alan C. Shapiro.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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OFFICE OF THE  
CLERK OF THE  
COURT  
STATE OF FLORIDA  
GAINESVILLE

## ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors is:

Alan C. Shapiro  
7315 NW 126th Street  
Gainesville FL 32653

## ARTICLE VII. INDEMNIFICATION

A. The corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

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ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Alan C. Shapiro  
7315 NW 126th Street  
Gainesville FL 32653

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4th day of April, 2016.

  
\_\_\_\_\_  
Alan C. Shapiro, Incorporator

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NOTARY PUBLIC  
STATE OF FLORIDA

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

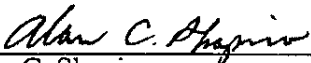
The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

**San Felasco Nurseries, Inc.**, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Gainesville, State of Florida, has named Alan C. Shapiro, located at 7315 NW 126th Street, Gainesville FL 32653, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 4th day of April, 2016.

  
\_\_\_\_\_  
Alan C. Shapiro

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CLERK OF THE SUPREME COURT