

P16000034594

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

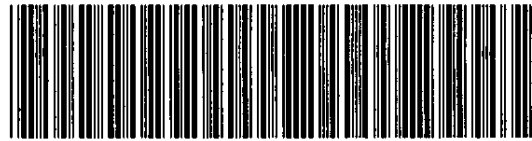
☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:



200283587352

04/11/16--01042--022 **105.00

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16 APR 18 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office Use Only

2016-28587

17H

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: DE LUNA COFFEE INTERNATIONAL, 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:

John H. Adams

Contact Person

Emmanuel Sheppard & Condon

Firm/Company

30 South Spring Street

Address

Pensacola, FL 32502

City, State and Zip Code

jha@esclaw.com

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

For further information concerning this matter, please call:

John H. Adams

at (850) 433-6581

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$105.00 Filing Fees	<input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 18, 2016

JOHN H. ADAMS
EMMANUEL SHEPPARD & CONDON
30 SOUTH SPRING STREET
PENSACOLA, FL 32502

SUBJECT: LEMOX COFFEE DISTRIBUTION, LLC
Ref. Number: W16000028587

We have received your document for LEMOX COFFEE DISTRIBUTION, LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 416A00007989

**STATE OF FLORIDA CERTIFICATE OF CONVERSION
FROM AN OTHER BUSINESS ENTITY INTO
A FLORIDA PROFIT CORPORATION**

FILED


16 APR 18 PM 3:45

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 pursuant to Fla. Stat. § 607.1115.


1. The Name of the "Other Business Entity" immediately prior to the filing of the Certificate of Conversion is Lemox Coffee Distribution, LLC. LOS-64423
2. The Other Business Entity is a Limited Liability Company first organized under the laws of Florida on June 27, 2005.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is De Luna International Coffee, Inc.
4. The effect date of filing is January 1, 2016.

De Luna International Coffee, Inc.


EDWARD F. LEMOX, III
Incorporator, Director, President

Date: 2/19/16

Lemox Coffee Distribution, LLC


EDWARD F. LEMOX, III
Manager, Member

Date: 2/19/16

**ARTICLES OF INCORPORATION
OF
DE LUNA COFFEE INTERNATIONAL, INC.**

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16 APR 18 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be **DE LUNA COFFEE INTERNATIONAL, INC.**
The principal place of business and mailing address of this Corporation shall be 1014-D Underwood Avenue, Pensacola, FL 32504.

**ARTICLE II
NATURE OF BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
STOCK**

The authorized capital stock of this Corporation shall consist of ~~1,000,000~~ ^{2,500,000} shares of Common Stock with a par value of one dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

**ARTICLE IV
POWERS**

This Corporation shall have all powers provided by Florida Law.

**ARTICLE V
INCORPORATOR**

The name and street address of the Incorporator of this Corporation are as follows:
EDWARD F. LEMOX, III
1014-D Underwood Avenue
Pensacola, FL 32504

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TALLAHASSEE FLORIDA

ARTICLE VI
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1014-D Underwood Avenue, Pensacola, Florida 32504. The name of the initial Registered Agent of the Corporation at the above address shall be EDWARD F. LEMOX, III. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII
NUMBER OF DIRECTORS

This Corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the shareholders.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one person. The name and street address of the each member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders, and thereafter until any successors are elected are as follows:

<u>Name</u>	<u>Address</u>
EDWARD F. LEMOX, III	1014-d Underwood Avenue, Pensacola, FL 32504
HAROLD HOLDER	321 Deerpoint Drive, Gulf Breeze, FL 32561
COURTNEY C. CAPDEVILLE	1014-d Underwood Avenue, Pensacola, FL 32504

ARTICLE X
OFFICERS

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

Name/Office

Address


EDWARD F. LEMOX, III
President/Secretary/Treasurer

1014-d Underwood Avenue, Pensacola, FL 32504

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 19th day of February, 2016.


EDWARD F. LEMOX, III

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

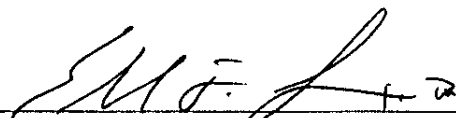
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TALLAHASSEE FLORIDA

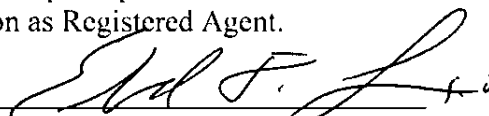
In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

DE LUNA COFFEE INTERNATIONAL, INC. desiring to organize as a corporation under the laws of the State of Florida, has designated 1014-d Underwood Avenue, Pensacola, FL 32504, as its initial registered office and has named EDWARD F. LEMOX, III, located at said address, as its initial Registered Agent.


EDWARD F. LEMOX, III, Incorporator

Date: 2/19/16, 2016

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as Registered Agent.


EDWARD F. LEMOX, III
Registered Agent

Date: February 19th, 2016