

P170000 21324

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

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

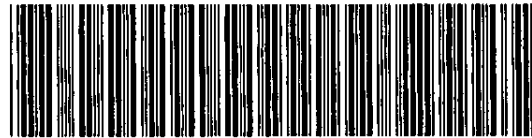
Special Instructions to Filing Officer:

Office Use Only

W17000005

MAR 10 2017

T. SCOTT



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17 FEB 28 AM 10:36  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 1, 2017

ALLAN J BARBERIO  
7448 MONTE VERDE  
SARASOTA, FL 34238

SUBJECT: SAMARK TECHNOLOGY CORPORATION  
Ref. Number: W17000017605

We have received your document for SAMARK TECHNOLOGY CORPORATION 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 effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

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.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 317A00003961

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** SAMARK TECHNOLOGY CORPORATION  
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:

ALLAN J BARBERIO

Contact Person

Firm/Company

7448 MONTE VERDE

Address

SARASOTA, FL 34238

City, State and Zip Code

ABARBERIO@YAHOO.COM

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

For further information concerning this matter, please call:

ALLAN J BARBERIO at ( 941 ) 356-6522  
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 ☐ \$113.75 Filing Fees ☐ \$122.50 Filing Fees,  
and Certificate of Status and Certified Copy 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:

SAMARK TECHNOLOGY LLC - L15000091698

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LLC

(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 FL.

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

on 5/20/2015

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**:

SAMARK TECHNOLOGY CORPORATION

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 3/1/2017

(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.

APPROVED  
AND  
FILED  
JUL 26 2017  
11:00 AM  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Signed this 25<sup>TH</sup> day of FEBRUARY, 20 17.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: Mark Walter  
Printed Name: MARK WALTER Title: PRESIDENT

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

Signature: Mark Walter

Printed Name: MARK WALTER Title: MANAGING MEMBER

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)

**ARTICLES OF INCORPORATION**  
**For Profit**

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

**Corporate Name**

1. The name of the corporation is Samark Technology Corporation (the "Corporation").

**Duration**

2. The duration of the Corporation is perpetual.

**Registered Office and Registered Agent**

3. The street address of the initial registered office is 15 Paradise Plaza #300, Sarasota, Florida, 34239. The name of the initial Registered Agent at this Registered Office is Mark Walter.

**Street Address of the Principal Office**

4. The street address of the principal office is 15 Paradise Plaza #300, Sarasota, Florida, 34239. The mailing address of the principal office is the same as the street address.

**Initial Director**

5. The initial board of directors will consist of one director (individually the "Director" and collectively the "Board of Directors" The name and address of the person who is to serve as Director until the first annual meeting of shareholders or until successors are elected and qualified is set out below.

Name / Title	Address	City	State	Zip Code
Mark Walter Chairman	15 Paradise Plaza #300	Sarasota	Florida	34239

**Authorized Capital**

6. The aggregate total number of all shares that the Corporation is authorized to issue is 10,000,000.

**Class A Shares**

7. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 10,000,000 Class A par value shares and the par value of each of the authorized Class A shares is \$0.001 US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

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TALLAHASSEE

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

**Restrictions on Transfer**

8. No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

**Preemptive Rights**

9. The shareholders of the Corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A shareholder may waive any preemptive right.

**Amend or Repeal Bylaws**

10. Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

**Cumulative Voting**

11. In an election of Directors, each shareholder's number of votes will be calculated by multiplying the number of voting shares they are entitled to cast by the number of Directors being elected. The shareholder may cast their total votes for a single Director or may distribute them among two or more Directors, as the shareholder sees fit.

**Fiscal Year End**

12. The fiscal year end of the Corporation is December 31st.

**Indemnification of Officers, Directors, Employees and Agents**

13. The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

**Limitation of Liability**

14. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

**Effective Date of Filing**

15. This document will become effective on the date of filing.

**Consent of Appointment by Registered Agent**

16. Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's  
Signature:



Printed Name:

MARK WALTER

Date:

2/25/2017



**Incorporator**

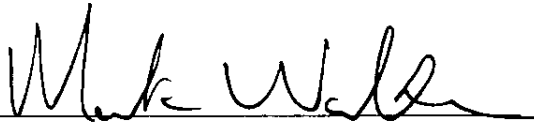
17. The name and address of the incorporator of Samark Technology Corporation are set out below.

Name	Address	City	State	Zip Code
Mark Walter	15 Paradise Plaza #300	Sarasota	Florida	34239

**Execution**

18. I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 25<sup>TH</sup> day of FEBRUARY, A.D. 20 17.

BY:



Mark Walter (Incorporator)

**Filer Contact Information**

19. In case of filing difficulties, please contact:
- Name of Filer: Mark Walter
- Phone number: (941) 356-6522
- Address: 15 Paradise Plaza #300, Sarasota, Florida, 34238
- E-mail Address: abarberiol@gmail.com