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TALLAHASSEE, FLORIDA

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## COVER LETTER

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** WRS HOLDINGS 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:**

**Graciela Battaglia**

### Contact Person

**Spiegel & Utrera, P.A.**

Firm/Company

1840 SW 22nd Street, 4th Floor

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**Address**

**Miami, Florida 33145**

City, State and Zip Code

gbattaglia@amerilawyer.com

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

**For further information concerning this matter, please call:**

Graciela Battaglia at (800) 603-3900, ext. 230

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  
A FLORIDA LIMITED LIABILITY COMPANY  
INTO  
FLORIDA PROFIT CORPORATION**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Florida Limited Liability Company into a Florida Profit Corporation in accordance with s.607.1115, Florida Statutes.

1. The name of the Florida Limited Liability Company immediately prior to the filing of this Certificate of Conversion is: **WRS HOLDINGS LLC** *L16-207413*
2. **WRS HOLDINGS LLC**, is a Limited Liability Company, first incorporated under the laws of the State of Florida on November 10, 2016.
3. The jurisdiction of the Limited Liability Company was never changed.
4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is **WRS HOLDINGS INC.**
5. These Certificate of Conversion shall be effective immediately upon approval of the Secretary of State, State of Florida

Signed this 6<sup>th</sup> day of June 2017

**Required Signature for the Florida Profit Corporation**

*William Chung*  
William Chung, President

**Required Signature for the Florida Limited Liability Company**

*William Chung*  
William Chung, Member

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# **ARTICLES OF INCORPORATION**

## **OF**

### **WRS HOLDINGS INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### **ARTICLE 1 - NAME**

The name of the Corporation is **WRS HOLDINGS INC.**, (hereinafter, "Corporation").

#### **ARTICLE 2 - PURPOSE OF CORPORATION**

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

#### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 274 North Babcock Street, Suite A, Melbourne, Florida 32935, and the mailing address is the same.

#### **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

William Chung  
274 North Babcock Street, Suite A  
Melbourne, Florida 32935

#### **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

|                 |               |
|-----------------|---------------|
| President:      | William Chung |
| Vice-President: | Romeo Mikhail |

whose mailing addresses shall be the same as the principal office of the Corporation.

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**SPIEGEL & UTRERA, P.A.**

**L A W Y E R S**

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1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

William Chung  
Romeo Mikhail

whose mailing addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

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MIDDLE DISTRICT OF FLORIDA  
MIAMI

### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is 1840 Sw 22<sup>nd</sup> Street, 4<sup>th</sup> Floor, Miami, Florida 33145. The name of the registered agent of this Corporation in such address is Spiegel & Utrera, P.A.



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

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CLERK OF THE  
COURT  
FLORIDA

### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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**SPIEGEL & UTRERA, P.A.**

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IN WITNESS WHEREOFF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6<sup>th</sup> day of June 2017.

  
William Chung, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

By:   
Natalia Utrera, Vice-President

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17 JUN -7 AM 10:47  
SHELLEY E. JAFFE  
MILAMER, P.A.  
MIAMI, FL 33134



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