

P160000025050

(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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02/28/18--01017--023 **105.00

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2018 MAR 16 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. PAGE
MAR 16 2018

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: CAPECTO, 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:

Anthony Bustamante

Contact Person

CAPECTO, LLC

Firm/Company

770 Ponce De Leon Blvd, Ste. 302-B

Address

Miami, Florida 33134

City, State and Zip Code

GJFW.law@gmail.com

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

For further information concerning this matter, please call:

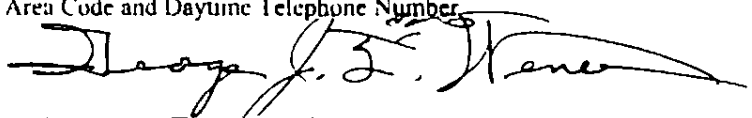
George J F Werner

Name of Contact Person

at (813) 810-0229

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 and Certified Copy Certified Copy, and
Status 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 5, 2018

ANTHONGY BUSTAMANTE
770 PONCE DE LEON BLVD, STE 302-B
MIAMI, FL 33134

SUBJECT: CAFECITO, INC
Ref. Number: W18000020997

We have received your document for CAFECITO, INC 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 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.

Keyna E Page
Regulatory Specialist II

Letter Number: 218A00004389

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

CALECTIO, LLC

L12000091467

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Limited Liability Company

(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 Florida

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

on July 16, 2012

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**:

CALECTIO CORPORATION

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: January 1, 2018

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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.

Signed this 30 day of December, 2017

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator ☒ Anthony Bustamante
Printed Name Anthony Bustamante Title INCORPORATOR

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

Signature ☒ Anthony Bustamante
Printed Name Anthony Bustamante Title Manager/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)

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TALLAHASSEE, FLORIDA

**PLAN OF CONVERSION
OF
CAFECITO, LLC**

This Plan of Conversion (the "Plan") of CAFECITO LLC., a Florida Limited Liability Company (the "Company"), is approved as of ^{Dec} November 18, 2017.

WHEREAS, the Company is organized under the laws of the State of Florida;

WHEREAS, the Corporation desires to convert into and to hereafter become and continue to exist as a Florida corporation, commencing January 1, 2017, in a sub-chapter S status, pursuant to Section 605.1041 *et seq.* of the Florida Revised Limited Liability Company Act (the "LLC Act");

WHEREAS, pursuant to Section 605.1042 of the LLC Act, the sole member/manager of the company, Anthony Bustamante, has, by resolution herein adopted, recommended this Plan to the sole member of the Company (himself) to effect the conversion of the Company to a Florida corporation pursuant to Section 605.1042 *et seq.* of the LLC Act (the "Conversion"), upon the terms and subject to the conditions set forth in this Plan; and

WHEREAS, this Plan has been approved and adopted by Anthony Bustamante;

NOW, THEREFORE, this Plan is hereby approved to convert the Company into a Florida corporation:

1. Conversion. Upon the terms and subject to the conditions set forth in this Plan, and pursuant to Section 605.1042 *et seq.* of the LLC Act and Section 607.1112 *et seq.* of the Business Corporation Act, at the Effective Time (as hereinafter defined), the Company shall be converted into and shall hereafter become and continue to exist as a Florida corporation under the name "CAFECITO CORPORATION" (the Corporation).
2. Effective Time. The Conversion shall become effective (the "Effective Time") at the effective time and date specified in the Articles of Conversion and Articles of Organization (the "Articles"), in substantially the form attached hereto as Exhibit A, filed with the Secretary of State in the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3. Effects of the Conversion. The consummation of the Conversion shall have all of the effects set forth in Section 605.1046 of the LLC Act and Section 607.1114 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, at the Effective Time, all of the obligations of the Company as well as all of the rights, privileges and powers of the Company, and all property, real, personal and mixed, and all debts due to the Company or owed by it, and all franchises, licenses and permits held by the Company, as well as all other things and causes of action belonging to the Company, including the Company's Federal Employer Identification number, shall remain vested in the Corporation and shall be the property of the Corporation.

4. Operating Agreement of the LLC. At the Effective Time, the LLC operating agreement shall be replaced by and the Corporation shall be governed the incipient bylaws of the Corporation to be prepared and ratified on or before December 31, 2017..

5. Directors and Officers. The directors and officers of the shall be elected at an appropriate organizational meeting, prior to December 31, 2017, with the Directors and Offices to take office on January 1, 2018.

6. Termination. This Plan and the transactions contemplated hereby may be terminated by resolution of the Sole Member of the Company at any time prior to December 31, 2017, in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

7. Effect of Termination. If this Plan is terminated pursuant to Section 6 hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

8. Governing Law. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

In WITNESS whereof, I have hereby set my hand and seal, this 18th day of ~~Nov~~^{Dec}ember, 2017,


Anthony Bustamante

Manager/Member CAPECITO, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME C A F E C C I O C O R P O R A T I O N

The name of the corporation shall be _____

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is

Principal street address _____

Mailing address, if different is. _____

1016 East 15th Avenue _____

Ybor City, Florida 33605 _____

ARTICLE III PURPOSE

The purpose for which the corporation is organized is.

ANY LAWFUL PURPOSE _____

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TALLAHASSEE, FLORIDA

ARTICLE IV SHARES 10,000 at \$1.00 par value per share

The number of shares of stock is: _____

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title Anthony Bustamante, DIRECTOR

Name and Title: _____

Address 770 Ponce de Leon, 302 B

Address: _____

Miami, Florida 33134 _____

Name and Title _____

Name and Title: _____

Address _____

Address: _____

Name and Title: _____

Name and Title: _____

Address _____

Address: _____

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DEPARTMENT OF CORPORATIONS
BUREAU OF COMMERCIAL
INFORMATION SERVICES

ARTICLE VI REGISTERED AGENT

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

Name

Address

George Werner
1016 E. 15th Ave
Ybor City, FL 33605

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name

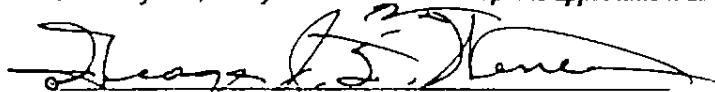
Address

Anthony Bustamante

770 Ponce de Leon Boulevard, 302-B

Miami, Florida 33134

.....
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

Dec 18, 2017
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

Dec. 18, 2017
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA