

P180000029398

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

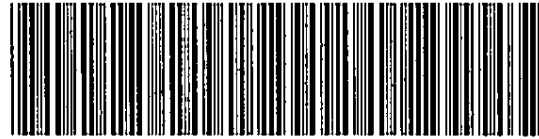
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W1800021392

MAR 30 2018

MAR 30 2018

T. SCOTT



600309478936

03/01/18--01020--001 \*\*95.00

03/29/18--01001--006 \*\*10.00

FILED  
2018 MAR 26 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 6, 2018

HOWARD A. CAPLAN  
CAPLAN LAW, P.A.  
6550 ST. AUGUSTINE RD., SUITE 305  
JACKSONVILLE, FL 32217

SUBJECT: LT & MB INC.  
Ref. Number: W18000021392

We have received your document for LT & MB INC. and your check(s) totaling \$95.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete our application and balance due is \$10.,

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: 718A00004450

RECEIVED

2018 MAR 26 PM 12:23

DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
INFORMATION SERVICES

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** LT&MB 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:

Howard A. Caplan  
\_\_\_\_\_  
Contact Person

Caplan Law, P.A.  
\_\_\_\_\_  
Firm/Company

6550 St. Augustine Rd., Suite 305  
\_\_\_\_\_  
Address

Jacksonville, FL 32217  
\_\_\_\_\_  
City, State and Zip Code

eve@evebrownepa.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Howard A. Caplan at ( 904 ) 503-8847  
\_\_\_\_\_  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

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

**STREET ADDRESS:**  
New Filings Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

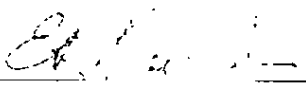
**MAILING ADDRESS:**  
New Filings Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

CERTIFICATE OF CONVERSION  
FOR  
LT&MB LLC  
INTO  
FLORIDA PROFIT CORPORATION

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This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following other business entity into a Florida Profit Corporation under Section 607.1115, Florida Statutes.

1. The name of the other business entity immediately prior to the filing of this Certificate of Conversion is: LT&MB LLC.
2. The other business entity is a limited liability company first organized under the laws of the state of Florida on February 12, 2018. The document number assigned to the other business entity is 118000038961.
3. The members of the converting entity approved the Plan of Conversion in accordance with Sections 605.1011 – 605.1046, Florida Statutes. The members of the converting entity unanimously approved the Plan of Conversion.
4. The Articles of Incorporation of the converting entity are attached.
5. The converted entity will pay the members of the converting entity the amount to which they are entitled under Sections 6.051006, 605.1061 – 605.1072 Florida Statutes.

  
\_\_\_\_\_  
Edward R. Mashek, Jr., Member

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2018 MAR 26 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LT&MB, INC.

2018 MAR 26 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLE I

1.1 The name of the corporation is LT&MB, Inc.

ARTICLE II

2.1 The principal office of the corporation initially will be at 417 Lido Way NE, St. Petersburg, FL 33704. The Board of Directors may relocate the principal office to any address they choose.

ARTICLE III

3.1 The corporation will exist perpetually.

ARTICLE IV

4.1 The general nature of the business that will be transacted by the corporation is any legally permissible activity, including healthcare services.

4.2 The corporation has the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

4.3 The corporation has the power to do all and everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation.

4.4 The foregoing enumeration of objects and purposes will not limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE V

5.1 The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having \$1.00 par value.

ARTICLE VI

6.1 The initial number of directors of the corporation will be two (2). The corporation may change the number of directors provided there will always be at least one (1) director.

6.2 The initial Board of Directors will be:

<u>Name</u>	<u>Address</u>
Edward R. Mashek, Jr.	417 Lido Way NE St. Petersburg, FL 33704
Carol M. Mashek	320 NE 23 <sup>rd</sup> Ave Ft Lauderdale, FL 33301

6.3 The initial officers of the corporation will be:

President

Edward R. Mashek, Jr.  
417 Lido Way NE  
St. Petersburg, FL 33704

Vice-President, Secretary and Treasurer

Carol M. Mashek  
320 NE 23<sup>rd</sup> Ave  
Ft Lauderdale, FL 33301

ARTICLE VII

7.1 Shareholders will not have preemptive rights, unless agreed to in a separate instrument addressing restrictions places upon the transfer of shares. The shareholders may, by bylaw provision or by shareholders' agreement, impose restrictions on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

ARTICLE VIII

8.1 No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of the corporation is relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

#### ARTICLE IX

9.1 This corporation has the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans.

9.2 This corporation has the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

#### ARTICLE X

10.1 The corporation will indemnify any and all persons who may serve or who have served at any time as directors or officers; or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation owned or may own shares of stock or of which it was or may be a creditor; and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by the person in connection with the defense or settlement of any claim, action, suit, or proceeding in which the person, or any of them, are made a party, or parties, or which may be asserted against the person or any of them, by reason of being or having been a director or officer of the corporation, or by appointment to another corporation. But the corporation will not provide indemnification to any director or officer or former director or officer or person adjudged in any action, suit, or proceeding to be liable by the person's own gross negligence or misconduct in the performance of the person's duty. This indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise.

ARTICLE XI

11.1 The registered agent and registered agent's address for the corporation are:

Name

Evy Brown

Address

6817 Southpoint Parkway, Suite 1002  
Jacksonville, FL 32216

ARTICLE XII

12.1 The name and address of the incorporator and person signing these Articles of Incorporation are:

Name

Howard A. Caplan

Address

6550 St. Augustine Rd., Suite 305  
Jacksonville, FL 32217

WITNESS, the undersigned has executed these Articles of Incorporation, this 27th day of February, 2018.

A handwritten signature in cursive script, reading "Howard A. Caplan", is written over a horizontal line.

Howard A. Caplan



ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the corporation at the place designated in the Articles of Incorporation to which this is attached, I agree to act in this capacity, and to comply with the provisions of Florida law relative to keeping the office open.

February 27, 2018

*Evy Brown*

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Evy Brown