

P19000007846

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(Business Entity Name)

(Document Number)

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Law Offices  
**Michael J. Freeman, P.A.**  
153 Sevilla Avenue  
Coral Gables, Florida 33134-6006  
Email: [mfreeman@freemanmiami.com](mailto:mfreeman@freemanmiami.com)

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January 22, 2019

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New Filing Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Filing Certificate of Conversion for Other Business Entity  
into Florida Profit Corporation

Gentlemen:

Enclosed please find the following original documents for filing:

1. Certificate of Conversion for Baja Ferries U.S.A., LLC into Baja Ferries U.S.A., Inc.
2. Articles of Incorporation for Baja Ferries U.S.A., Inc.

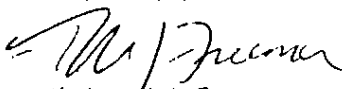
I have enclosed my office check number 23061 in the amount of \$122.50 made payable to the Florida Secretary of State representing the filing fee certified copy fee and certificate of good standing.

Please return the documents to me in the enclosed prepaid federal express envelope.

If you have any questions regarding these documents, please contact me.

Thank you.

Very truly yours,

  
Michael J. Freeman  
MJF/amb

**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:

BAJA FERRIES U.S.A., LLC

LD7000071944

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 07/06/2007

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:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

BAJA FERRIES U.S.A., INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

(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.

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Signed this 17 day of January, 2019.

**Required Signature for Florida Profit Corporation:**

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

Printed Name: DANIEL BERRERI Title: DIRECTOR

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

Signature: [Signature]

Printed Name: JOSEPH J. HINSON Title: MGRM

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

**ARTICLE I**

The name of this corporation is: BAJA FERRIES U.S.A., INC.

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The business to be transacted by this corporation is and all lawful business and related matters. This corporation shall have the powers as enumerated in Section §607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

**ARTICLE IV**

The principal place of business for this corporation is 2601 S. Bayshore Drive, Suite 1110, Miami, FL 33133

**ARTICLE V**

The mailing address of this corporation is 2601 S. Bayshore Drive, Suite 1110, Miami, FL 33133

**ARTICLE VI**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

**ARTICLE VII**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

M.J.F. Registered Agent Corp.  
153 Sevilla Avenue  
Coral Gables, Florida 33134

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### **ARTICLE VIII**

The name and post office address of the directors of this corporation are:

Daniel Berrebi  
2601 S. Bayshore Drive  
Suite 1110  
Miami, FL 33133

Oscar Ruano  
2601 S. Bayshore Drive  
Suite 1110  
Miami, FL 33133

### **ARTICLE IX**

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of her being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by her in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

### **ARTICLE X**

The name and address of the person signing these Articles is as follows:

Michael J. Freeman  
153 Sevilla Avenue  
Coral Gables, Florida 33134

### **ARTICLE XI**

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set her hand and seal at Coral Gables, Miami-Dade County, Florida this 17<sup>th</sup> day of January, 2019.

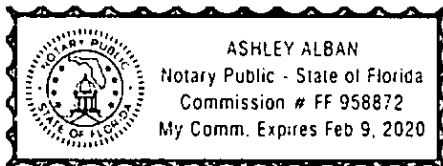
BAJA FERRIES U.S.A., INC., a Florida corporation:

By: *Michael J. Freeman*  
Michael J. Freeman, Incorporator

STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared Michael J. Freeman with knowledge that he is the incorporator in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 17<sup>th</sup> day of January, 2019.



*Ashley Alban*  
Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: THAT **BAJA FERRIES U.S.A., INC.**, A FLORIDA CORPORATION DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED M.J.F. REGISTERED AGENT CORP., LOCATED AT 153 SEVILLA AVENUE, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

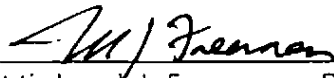
BAJA FERRIES U.S.A., INC., a Florida corporation:

By: *Michael J. Freeman*  
Michael J. Freeman, Incorporator

ACCEPTANCE

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

M.J.F. REGISTERED AGENT CORP.



Michael J. Freeman, President

Date: January 17, 2019

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19 JAN 23 AM 9:42  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA