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EMILY WILLS
Paralegal
(813) 472-7859
emily.wills@phelps.com

August 27, 2019

36397-0001

VIA UPS OVERNIGHT

New Filings Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Conversion Forms – Florida LLC into Florida Profit Corporation

To Whom It May Concern:

Enclosed please find the following conversion documents for MGD Innovations, LLC
(Document No. L09000026481):

1. Division of Corporations Cover Letter;
2. Articles of Conversion for other Business Entity into Florida Corporation;
3. Articles of Incorporation for MGD Innovations, Inc.; and
4. Plan of Conversion.

Also enclosed is my firm's check in the amount of \$105.00 to cover the cost of this request.

If you have any questions regarding this matter, please do not hesitate to contact me on my direct telephone number at (813) 472-7859.

Sincerely,



Emily Wills
Paralegal to Derek Larsen-Chaney, Esq.

Enclosures

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: MGD Innovations, 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:

Derek E. Larsen-Chaney, Esq.

Contact Person

Phelps Dunbar, LLP

Firm/Company

100 S. Ashley Drive, Suite 2000

Address

Tampa, Florida 33602

City, State and Zip Code

derek.larsen-chaney@phelps.com

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

For further information concerning this matter, please call:

Emily Wills

at (813) 472-7859

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

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

**ARTICLES OF CONVERSION
FOR OTHER BUSINESS ENTITY INTO FLORIDA CORPORATION**
(Pursuant to Florida Statutes §607.1115)

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Corporation in accordance with §607.1115, Florida Statutes, effective August 29, 2019.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is MGD Innovations, LLC (the "**Other Business Entity**").
2. The "Other Business Entity" is a limited liability company, and was first organized in the State of Florida on March 18, 2009, under document number L09000026481.
3. The name of the Florida Corporation as set forth in the attached Articles of Incorporation is MGD Innovations, Inc., a Florida corporation (the "**Company**"), organized pursuant to the Florida Business Corporation Act.
4. The effective date of the filing of these Articles of Conversion is August 29, 2019, and the effective date of the Articles of Incorporation is August 29, 2019.
5. The Plan of Conversion entered into was approved by the sole member and manager of the "Other Business Entity" in accordance with Chapter 605 of the Florida Statutes and in accordance with the Florida Revised Limited Liability Company Act.
6. The "Converted or Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which such shareholders are entitled under §605.1006 and 605.1061-605.1072 Florida Statutes.
7. The principal office of the Company shall be located at 3001 Swann Avenue, Tampa, Florida 33609

Dated effective as of August 29, 2019.

MGD Innovations, LLC

By: Steven L. Maskin
Steven L. Maskin, Manager and Sole Member

MGD Innovations, Inc.

By: Steven L. Maskin
Steven L. Maskin, President

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF HILLSBORO, FLORIDA

**ARTICLES OF INCORPORATION
OF
MGD INNOVATIONS, INC.**

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
Name**

The name of the corporation (hereinafter referred to as the "Corporation") is:

MGD Innovations, Inc.

**ARTICLE II
Initial Principal Office and Mailing Address**

The initial principal office and mailing address of the Corporation is: 3001 Swann Avenue, Tampa, Florida 33609.

**ARTICLE III
Effective Date**

The Corporation shall commence existence on August 29, 2019, and the Corporation shall exist perpetually thereafter.

**ARTICLE IV
Capital Stock**

A. Authorized Capital Stock. The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is Five Million (5,000,000) shares, consisting of (a) Two Million (2,000,000) shares shall be classified as Class A Common Shares having a par value per share of \$.0001 ("Class A Common Shares"), (b) Two Million (2,000,000) shares shall be classified as Class B Common Shares having a par value per share of \$.0001 ("Class B Common Shares"), and (c) One Million (1,000,000) shares shall be classified as preferred shares having a par value per share of \$.0001 ("Preferred Shares"). The Class A Common Shares and the Class B Common Shares are referred to collectively as the "Common Shares."

B. Common Shares. Subject to the rights, powers, preferences and privileges of the holders of any Preferred Shares pursuant to any Preferred Shares Designation (as defined below), the relative rights, preferences and limitations of the Common Shares are as follows:

1. Voting Rights. The holders of Class A Common Shares shall be entitled to ten (10) votes for each Class A Common Share owned by them on all matters submitted to a vote of this Corporation's shareholders, whether such vote is taken at a meeting of this Corporation's shareholders, or by written consent in lieu of a meeting. The holders of Class A Common Shares shall be entitled to one (1) vote for each Class B Common Share owned by them on all matters submitted to a vote of this Corporation's shareholders, whether such vote is taken at a meeting of this Corporation's shareholders, or by written

consent in lieu of a meeting. There shall be no cumulative voting for directors of this Corporation or otherwise by holders of the Common Shares.

2. Dividends and Other Distributions. The Common Shares, as a single class, shall have equal ratable rights to receive dividends when, as and if declared by the board of directors of this Corporation ("Board of Directors"), out of funds legally available therefor. In the event of a dissolution, liquidation, or winding-up of the affairs of this Corporation, whether voluntary or involuntary, the Common Shares, as a single class, will be entitled to share ratably in all net assets or funds that are available for distribution to shareholders of this Corporation after satisfaction of this Corporation's liabilities.

3. No Pre-Emptive Rights. No holder of Common Shares shall have any pre-emptive or similar rights with respect to any shares of capital stock of the Corporation, including but not limited to unissued shares or treasury shares, by virtue of such holder's ownership of Common Shares.

C. Preferred Shares. The Board of Directors is hereby expressly authorized, subject to limitations prescribed by law and this Article III, to designate and issue Preferred Shares. The Board of Directors is expressly authorized to provide for the issuance of the Preferred Shares in one or more classes or series, to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, powers, rights, qualifications, and relative, participating, optional, or other rights or restrictions thereof as may be permitted by the FBCA. The terms of any Preferred Shares may be established and designated from time to time by the Board by filing Articles of Amendment to these Articles of Incorporation, which shall be effective without shareholder action (any such amendment, a "Preferred Shares Designation"). Subject to the limitations and restrictions set forth in a Preferred Shares Designation adopted by the Board of Directors originally fixing the number of shares constituting any series or class, the Board of Directors also shall have the express authority to increase or decrease the number of shares of any such class or series of Preferred Shares subsequent to the issue of shares of that class or series, but not below the number of shares of such class or series then outstanding. In case the number of shares of any class or series of Preferred Shares shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the Preferred Shares Designation originally fixing the number of shares of such class or series.

Except as expressly provided in any Preferred Shares Designation designating any class or series of Preferred Shares pursuant to the foregoing provisions of this Article IV, shares of any class or series of Preferred Shares which have been redeemed (whether through the operation of a sinking fund or otherwise), purchased, or otherwise acquired by the Corporation, or which, if convertible or exchangeable, have been converted or exchanged for shares of stock of any other class, classes, or series, shall have the status of authorized and unissued shares of Preferred Shares and may be reissued as part of the class or series of which they were originally a part or may be reclassified and reissued as part of a new class or series of Preferred Shares to be created pursuant to the provisions of this Article IV or as part of any other class or series of Preferred Shares.

ARTICLE V

Initial Registered Agent and Office

The street address of the initial registered office of the Corporation is Steven L. Maskin, and the name of its initial registered agent at that address is 3001 Swann Avenue, Tampa, Florida 33609.

ARTICLE VI

Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE VII

Board of Directors; Election and Removal

A. Initial Director. The Corporation shall have one (1) director initially, who shall serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation and his successor is elected and qualified, or until his earlier resignation, removal from office, or death. The name and mailing address of the person who shall serve as the initial director is:

<u>Name</u>	<u>Address</u>
Steven L. Maskin, Chairman	3001 Swann Avenue Tampa, Florida 33609

B. Number. The number of directors of the Corporation hereafter shall be such number as from time to time fixed by, or fixed in the manner prescribed by, the bylaws of the Corporation; *provided, however*, that in no event shall the number of directors be less than one nor more than five.

C. Removal. Subject to any specific affirmative rights granted to the holders of any class or series of Preferred Shares then-outstanding, any or all of the directors of the Corporation may be removed from office only for cause by a vote of a majority the outstanding Common Shares of the Corporation, which for purposes hereunder "cause" shall mean any of the following: (i) the willful, intentional, and material breach or the habitual and continued neglect of the initial director's duties; (ii) the initial director's conviction of any felony or other crime of moral turpitude, or the initial director's willful and intentional commission of a fraudulent or dishonest act; or (iii) the initial director's willful and intentional disclosure, without authority, of any secret or confidential information concerning the Corporation.

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred upon it by law, the board of directors of the Corporation is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation to the extent permitted by law.

ARTICLE IX

Indemnification; Exculpation

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves

or served as an director or officer of any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs of this Article IX by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X **Amendment**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

ARTICLE XI **Incorporator**

The name and address of the incorporator are:

Name

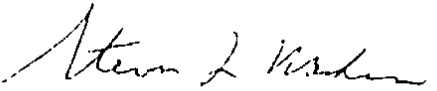
Address

Steven L. Maskin

3001 Swann Avenue
Tampa, Florida 33609

[Signatures On Next Page]

The undersigned has signed these Articles of Incorporation on August 27th 2019.



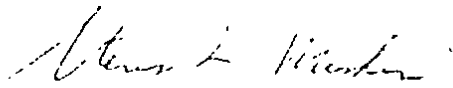
Steven L. Maskin
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 27th day of August, 2019.

REGISTERED AGENT:

By: 
Steven L. Maskin

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (the “**Plan of Conversion**”) is effective as of 12:00:02 a.m. Eastern Time (United States of America) on the 29th day of August, 2019, and converts:

MGD Innovations, LLC,

**a Florida limited liability company
(the “Converting Entity”),**

into

MGD Innovations, Inc.,

**a Florida corporation
(as the “Resulting Entity”).**

WITNESSETH:

WHEREAS, the Converting Entity, **MGD Innovations, LLC**, is a limited liability company organized and existing under the laws of the State of Florida;

WHEREAS, the Resulting Entity, **MGD Innovations, Inc.**, will be a corporation incorporated and existing under the laws of the State of Florida;

WHEREAS, Section 605.1041 of the *Florida Revised Limited Liability Company Act* (the “**Florida Act**”, and together with other applicable laws of the State of Florida, the “**Applicable Laws**”) permits the conversion of a Florida limited liability company into a Florida corporation;

WHEREAS, the Manager and the sole member owning all of the issued and outstanding membership interests of the Converting Entity has deemed it to be in the best interest of the Converting Entity for the Converting Entity to convert into a Florida corporation; and

WHEREAS, for United States federal income tax purposes, it is intended that the Conversion (as defined below) qualify as a reorganization of the Converting Entity within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the “**Code**”), and this Plan of Conversion is intended to be, and is hereby adopted as, a plan of reorganization within the meaning of Section 368 of the Code.

NOW, THEREFORE, the Converting Entity hereby agrees that the Converting Entity shall be converted into a Florida limited liability company in the form of the Resulting Entity in accordance with the Applicable Laws and pursuant to the terms and conditions of, and in the manner set forth in, this Plan of Conversion (the “**Conversion**”).

- 1. The Conversion.** Pursuant to the relevant provisions of the Applicable Laws, the Converting Entity shall be converted into the Resulting Entity upon the terms and conditions set forth in this Plan of Conversion, and the Resulting Entity shall be organized and governed as a corporation under the laws of the State of Florida. From and after the Effective Time (as defined below) of the Conversion, the Resulting Entity and its sole shareholder shall be subject to and governed by the Articles of Incorporation and Bylaws for the Resulting Entity.

2. Resulting Entity. On and after the Effective Time of the Conversion:

- (a) The Converting Entity shall convert into the Resulting Entity and shall be governed by and subject to the laws of the State of Florida.
- (b) The Converting Entity shall continue in existence without interruption in the organizational form of the Resulting Entity and is for all purposes the same entity that existed before the Conversion.
- (c) All right, title, and interest in and to all property owned by the Converting Entity will continue to be owned by the Resulting Entity in its new organizational form without reversion or impairment, without further act or deed, and without transfer or assignment having occurred, but subject to any existing liens or other encumbrances thereon.
- (d) All liabilities and obligations of the Converting Entity shall continue to be liabilities and obligations of the Resulting Entity in its new organizational form without impairment or diminution by reason of the conversion.
- (e) Any claim existing or action or proceeding pending by or against the Converting Entity shall continue to be claims of or against, as applicable, the Resulting Entity in its new organizational form by reason of the Conversion and without further action on the part of the Converting Entity or the Resulting Entity. The Resulting Entity has consented to the jurisdiction of the courts in Florida to enforce any obligation of the Converting Entity.
- (f) Neither the rights of creditors nor any liens upon the property of the Converting Entity shall be impaired by the Conversion and shall continue as obligations of, and liens against the same property as owned by, the Resulting Entity.

3. Terms and Conditions of Conversion. The terms and conditions of the Conversion are as follows:

- (a) **Certificate of Conversion** in the form attached as **Exhibit A** hereto shall be duly signed and filed with the Florida Secretary of State.
- (b) **Articles of Incorporation** in the form attached as **Exhibit B** hereto shall be duly signed and filed with the Florida Secretary of State.
- (c) **Written Action** in the form attached as **Exhibit C** hereto ("Written Action") shall be duly signed by the Manager and the sole member of the Converting Entity evidencing that the Conversion contemplated hereby has been duly approved on behalf of the Manager and the sole member.

4. Effective Time of Conversion. The Conversion will be effective as of 12:00:02 a.m. Eastern Time (United States of America) on August 29, 2019 (the "Effective Time").

5. Equity Interests. Prior to the Conversion, one hundred percent (100%) of the issued and outstanding Converting Entity membership interests are owned by Steven L. Maskin. Pursuant to the Conversion and without any further action required, all of the Converting Entity membership interests shall be deemed cancelled and in exchange therefor Steven L. Maskin shall be issued

One Million Eight Hundred Ninety-Seven Thousand (1,897,000) Class A Common Shares of the Resulting Entity, which shall represent one hundred percent (100%) of the issued and outstanding Common Shares of the Resulting Entity, such that Steven L. Maskin shall be the sole shareholder of the Resulting Entity.

[Signature Page Follows]

IN WITNESS WHEREOF, the Converting Entity hereto has caused this Plan of Conversion to be executed on its behalf to be effective as of the Effective Time first written above.

MGD Innovations, LLC,
a Florida limited liability company

A handwritten signature in black ink, appearing to read "Steven L. Maskin", is written over a horizontal line.

By: Steven L. Maskin

Title: Manager and Sole Member

EXHIBIT "A"
Articles of Conversion

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U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535