

PI9000074538

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

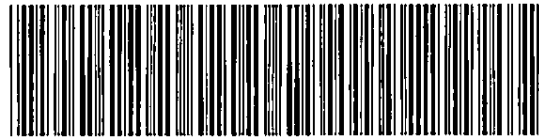
(Business Entity Name)

(Document Number)

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

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10/04/19--01003--012 \*\*105.00

19 OCT -3 PM 4:02

2019 OCT -3 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

OCT 01 2019

K. E. H. GUY

**Sunshine State Corporate Compliance Company**

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 10/3/2019

**\*\*WALK IN\*\***

ENTITY NAME NESPOLI USA INC.

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXXXXXXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

Cert. Copy of Restated Arts & Amends if available. If not provide Cert. Copy of Arts & Amends.

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$105

CHECK # 6671

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

**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:

NESPOLI USA LLC

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 11/21/2017

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**:

Nespoli USA 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.

FILED  
2019 OCT -3 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 3rd day of October, 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: \_\_\_\_\_

Printed Name: Joseph Panholzer Title: Attorney-in-Fact

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

Signature: R. P. Sullivan

Printed Name: Ryan Sullivan Title: Attorney-in-Fact

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)

# ARTICLES OF INCORPORATION

## Article I. Name

The name of this Florida corporation is:  
Nespoli USA Inc.

## Article II. Address

The street address of the Corporation's initial principal office is:  
Nespoli USA Inc.  
569 W 17th Street  
Hialeah FL 33010

## Article III. Mailing Address

The mailing address of the Corporation's initial principal office is:  
Nespoli USA Inc.  
6401 SW 63RD TER  
South Miami FL 33143

## Article IV. Registered Agent

The name and address of the Corporation's registered agent is:  
Worldwide Corporate Administrators LLC  
2330 Ponce De Leon Blvd  
Coral Gables FL 33134

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

Article V. Board of Directors

The name of each member of the Corporation's Board of Directors is:

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article VI. Capital Stock

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value \$0.025 per share.

Article VII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

Article VIII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 3, 2019.

The undersigned incorporator executed these Articles of Incorporation on 10/3/2019.

  
\_\_\_\_\_  
CORPORATE CREATIONS INTERNATIONAL INC.

Michael Reinhold Vice President  
Joseph Panholzer, Attorney-in-Fact

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE

CORPORATION:

Nespoli USA Inc.

REGISTERED AGENT/OFFICE:


Worldwide Corporate Administrators LLC

2330 Ponce De Leon Blvd

Coral Gables

FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



WORLDWIDE CORPORATE ADMINISTRATORS LLC

Joseph Panholzer, Attorney-in-Fact

Date: 10/3/2019.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107