

P20000019405

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20 FEB 18 AM 9:19
TALLAHASSEE, FLORIDA

D O'KEEFE
MAR 01 2020

W20-14651



2020 FL Annual Report Filed
2/18/2020 - copy enclosed

FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 12, 2020

AMANDA LEWIS
AKERMAN LLP
420 S. ORANGE AVE, STE 1200
ORLANDO, FL 32801

SUBJECT: SOUTHERN MARKETING ASSOCIATES, INC.
Ref. Number: W20000014651

We have received your document for SOUTHERN MARKETING ASSOCIATES, INC. and your check(s) totaling \$122.50. 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.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 120A00003183

20 FEB 19 AM 9:19
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
2020 FEB 20 AM 10:29
REGULATORY SPECIALIST
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SOUTHERN MARKETING ASSOCIATES, INC.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Amanda Lewis

Contact Person

Akerman LLP

Firm/Company

420 S. Orange Ave, Suite 1200

Address

Orlando, FL 32801

City, State and Zip Code

amanda.lewis@akerman.com

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

For further information concerning this matter, please call:

Amanda Lewis at (407) 419-8520

Name of Contact Person

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

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Certificate of Conversion
for
Southern Marketing Associates, Inc.
"Other Business Entity"
Into
Southern Marketing Associates, Inc.
a Florida Profit Corporation

20 FEB 18 AM 9:19
SOUTHERN MARKETING ASSOCIATES, INC.
TALLAHASSEE, FLORIDA

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 Southern Marketing Associates, Inc.
2. The "Other Business Entity" is a corporation first incorporated under the laws of the State of Maryland on April 24, 1987.
3. The name of the Florida Profit Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 607.0202 and 607.0401, Florida Statutes, with this certificate is Southern Marketing Associates, Inc.
4. This Certificate of Conversion shall be effective on the date of filing.
5. For purposes of cancellation of the Authorization to Transact Business in Florida of the Other Business Entity, the Other Business Entity's Florida document number is: F93000001203.

Signed this 19th day of December, 2019.

Required Signature for Florida Profit Corporation:

SOUTHERN MARKETING ASSOCIATES, INC.

By: Timothy R Weathers
Name: Timothy Weathers
Title: President

Required Signature on behalf of Other Business Entity:

SOUTHERN MARKETING ASSOCIATES, INC.

By: Timothy R Weathers
Name: Timothy Weathers
Title: President

20 FEB 18 AM 9:19
SOUTHERN MARKETING ASSOCIATES, INC.

ARTICLES OF INCORPORATION
OF
SOUTHERN MARKETING ASSOCIATES, INC.

The undersigned, acting as Incorporator of Southern Marketing Associates, Inc., a Florida corporation (the "Corporation"), under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation is SOUTHERN MARKETING ASSOCIATES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Corporation are: 1511 E. State Road 434, Winter Springs, FL 32708.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
SHARES

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of Ten Cents (\$.10) per share.

ARTICLE V
REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered office of the Corporation are: Timothy R. Weathers, 1511 E. State Road 434, Winter Springs, FL 32708

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of the Corporation are: Timothy R. Weathers, 1511 E. State Road 434, Winter Springs, FL 32708

ARTICLE VII INDEMNIFICATION

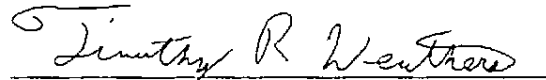
Section 7.1 Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including involvement as a witness) in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person of whom he or she was the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer (an "Indemnitee"), whether the basis of such Proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director or officer and shall inure to the benefit of the Indemnitee's heirs, executors and administrators. The Corporation may, by action of its board of directors, provide indemnification to employees and agents of the Corporation with the same or lesser scope and effect as the foregoing indemnification of directors and officers.

Section 7.2 Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer including service with respect to an employee benefit plan, against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the Florida Business Corporation Act.

Section 7.3 Non-Exclusivity of Rights. The rights to indemnification and to the advance of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation or under any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

/Signature on the following page/

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of December, 2019.



Timothy R. Weathers.
Incorporator


20 FEB 18 AM 9:19
ALLIANT STATE FLORIDA

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **SOUTHERN MARKETING ASSOCIATES, INC.** (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned 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 the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 19th day of December, 2019.



Timothy R. Weathers

20 FEB 18 AM 9:20
OF THE STATE OF FLORIDA
TALLAHASSEE, FLORIDA