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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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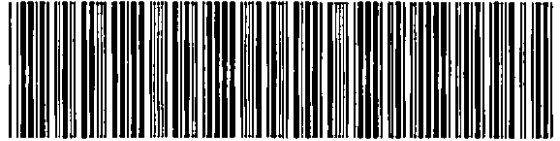
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FL

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N CULLIGAN

JUL 27 2020

COVER LETTER.

TO: New Filing Section
Division of Corporations

SUBJECT: BMB Brands 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:

Amy Highline

Contact Person

Corporate Direct, Inc.

Firm/Company

348 Mill St.

Address

Reno, NV 89501

City, State and Zip Code

ahighline@corporatedirect.com

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

For further information concerning this matter, please call:

Amy Highline

Name of Contact Person

at (775) 284-7161

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

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SECRETARY OF STATE
TALLAHASSEE, FL

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity into a Florida Profit Corporation** in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

BMB Enterprises Inc.

Enter Name of the Converting Entity

2. The converting entity is a **Profit Corporation**
(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 **Kentucky**
(Enter state, or if a non-U.S. entity, the name of the country)

on **01/11/2017**
Enter date "Converting Entity" was first organized, formed or incorporated.

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

BMB Brands Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

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

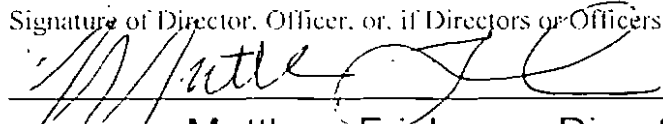
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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.

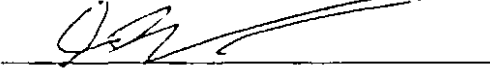
Signed this 28th day of May, 2020.

Required Signature for Florida Profit Corporation:

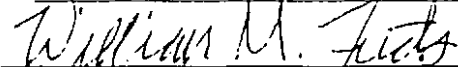
Signature of Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:


Printed Name: Matthew Fricks Title: Director

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s)]

Signature: 

Printed Name: Seth E. Fricks Title: Director

Signature: 

Printed Name: William M. Fricks Title: Director

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:

Articles 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
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE I NAME

The name of the corporation shall be: BMB Brands Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

7901 4th St N Ste 300

St. Petersburg, Florida 33702

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any legal purpose

ARTICLE IV SHARES

The number of shares of stock is: 1,000

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: Matthew Fricks, Director

Address: 7901 4th St. N Ste 300
St. Petersburg, Florida 33702

Name and Title: Seth E. Fricks, Director

Address: 7901 4th St. N Ste 300
St. Petersburg, Florida 33702

Name and Title: William M. Fricks, Director

Address: 7901 4th St. N Ste 300
St. Petersburg, Florida 33702

Name and Title: Matthew Fricks, Treasurer

Address: 7901 4th St. N Ste 300
St. Petersburg, Florida 33702

Name and Title: Seth E. Fricks, President

Address: 7901 4th St. N Ste 300
St. Petersburg, Florida 33702

Name and Title: William M. Fricks, Secretary

Address: 7901 4th St. N Ste 300
St. Petersburg, Florida 33702

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Registered Agents, Inc
Address: 7901 4th St. N Ste 300
St. Petersburg, Florida 33702

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Bill Havre Registered Agents, Inc
BILL HAVRE - Assistant Secretary
Required Signature/Registered Agent

05/28/2020
Date

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SECRETARY OF STATE
TALLAHASSEE, FL

CORPORATE RESOLUTION OF DIRECTORS

FOR

BMB ENTERPRISES INC.

We, being all or a quorum of the Directors of BMB Enterprises Inc. (the "Corporation") hereby Waive notice of the time and place of a Special Meeting of the Directors of the Corporation and do hereby consent to the adoption of the following resolutions:

WHEREAS the Board finds in the best interest of the Corporation to restructure by transferring out of Kentucky and authorize continuance of the Corporation into Florida.

NOW, THEREFORE IT IS:

RESOLVED that the current issued stock of the Corporation will be cancelled and re-issued under the Florida Corporation to all shareholders.

RESOLVED that the Board does hereby adopt, approve the continuance of the Corporation into Florida.

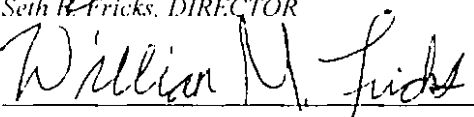
RESOLVED that the officers of the Corporation be and hereby are, together or singly, authorized and directed to execute and deliver resolutions on behalf of the Corporation, approving and ratifying the various acts and transactions described in these resolutions.

RESOLVED FURTHER that the Board does hereby adopt a new name for the Corporation during the continuance into Florida. As the existing Corporation name is already in use, the Corporation adopts a new entity name of BMB Brands Inc.

Dated: 06/05/2020


Matthew Fricks, DIRECTOR


Seth Fricks, DIRECTOR


William M. Fricks, DIRECTOR