

P200000086640

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

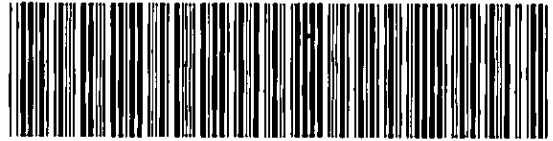
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE  
TALLAHASSEE, FL

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NOV 6 2020

cc  
11/9/20

**Sunshine State Corporate Compliance Company**

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/6/2020

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

ENTITY NAME CERES ENVIRONMENTAL SERVICES, INC.

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

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

XXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

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

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

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

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

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

TOTAL OWED \$105.00

ACCOUNT #: I20160000072

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

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Ceres Environmental Services, 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:

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State and Zip Code

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

For further information concerning this matter, please call:

Julie A. Taylor at ( 612 ) 492-7716  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

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

Ceres Environmental Services, Inc.

Enter Name of the Converting Entity

2. The converting entity is a 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 Minnesota

(Enter state, or if a non-U.S. entity, the name of the country)

on July 31, 1995

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:

Ceres Environmental Services, 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: \_\_\_\_\_

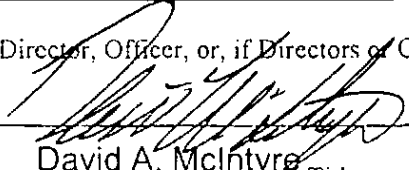
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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.

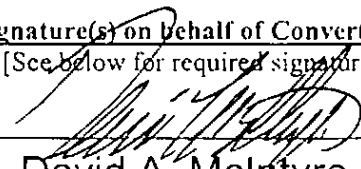
Signed this 1st day of November, 2020

**Required Signature for Florida Profit Corporation:**

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

Signature:   
Printed Name: David A. McIntyre Title: Incorporator

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

Signature:   
Printed Name: David A. McIntyre Title: President

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:**

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  
OF  
CERES ENVIRONMENTAL SERVICES, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FL

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be Ceres Environmental Services, Inc. (the "Corporation").

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 6968 Professional Parkway East, Sarasota, FL 34240.

**ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV: SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is One Hundred Thousand (100,000), all of which shall be common stock with a par value of \$1.00 per share.

**ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 6968 Professional Parkway East, Sarasota, FL 34240. The name of the initial registered agent of the Corporation at that office is Tia Laurie.

**ARTICLE VI: INCORPORATOR**

The name and street address of the Corporation's incorporator is:

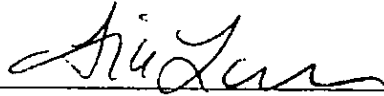
David A. McIntyre  
6968 Professional Parkway East  
Sarasota, FL 34240

**ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent

permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

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

By:   
Required Signature/Registered Agent  
Name: Tia Laurie

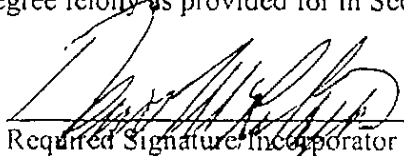
11/01/2020  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FL

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

  
\_\_\_\_\_  
Required Signature Incorporator  
Name: David A. McIntyre

11/01/2020  
Date

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TALLAHASSEE, FL