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10/08/20--01018--009 **105.00

2020 Oct -8 PM 7:32

TO: New Filing Section
Division of Corporations

SUBJECT: SO- OLI, 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:

JOSEPH M. LANDOLFI, JR.

Contact Person

SHAPIRO, BLASI, WASSERMAN & HERMANN, P.A.

Firm/Company

7777 GLADES ROAD, SUITE 400

Address

BOCA RATON, FL 33434

City, State and Zip Code

Johnston Douglas@msn.com

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

For further information concerning this matter, please call:

JOSEPH M. LANDOLFI, JR. at (561) 477-7800

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 and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

Mailing Address:

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

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

2025-08-11 7:32

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:

SO- OLI, 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 Illinois

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

on 01/05/2001

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:**

SO- OLI, 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.

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

ARTICLE I NAME

The name of the corporation shall be: SO- OLI, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

Mailing address, if different is:

5480-B N. OCEAN DR. PH-A
RIVIERA BEACH, FL 33404

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful purposes.

ARTICLE IV SHARES

The number of shares of stock is: 100

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: Douglas F. Johnston, Jr., DPTS

Name and Title: _____

Address: 5480-B N. OCEAN DR. PH-A
RIVIERA BEACH, FL 33404

Address: _____

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

ARTICLE VI REGISTERED AGENT

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

Name: Douglas F. Johnston, Jr.

Address: 5480-B N. OCEAN DR. PH-A

RIVIERA BEACH, FL 33404

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


Required Signature/Registered Agent

9/24/20
Date

2020 Oct -8 PM 7:32

Signed this 24th day of September, 2020

Required Signature for Florida Profit Corporation:

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

SEE ATTACHED RESOLUTION DAJ
Printed Name: Douglas F. Johnston, Jr. Title: Director / President

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

Signature: DAJ
Printed Name: Douglas F. Johnston, Jr. Title: Director / 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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**UNANIMOUS WRITTEN CONSENT OF
THE DIRECTORS AND SHAREHOLDERS OF
SO- OLI, INC.
IN LIEU OF SPECIAL MEETINGS THEREOF**

THE UNDERSIGNED, being the Directors and Shareholders of So- Oli, Inc., an Illinois corporation (the "Company"), do hereby waive any and all requirements for notice of time, place and purposes of a special meeting of the Directors and Shareholders of the Company and do hereby unanimously consent to the following action in lieu of a special meeting of the Directors and Shareholders of the Company:

WHEREAS, the Company is organized under the laws of the State of Illinois;

WHEREAS, the Company desires to hereafter become and continue to exist as a corporation organized under the laws of the State of Florida; and

WHEREAS, it is in the best interests of the Company and its Shareholders to do so; and


IT IS THEREFORE RESOLVED, that an authorized officer of the Company be, and such officer hereby is, directed to make, execute and file Articles of Conversion with the Secretary of State of Florida;

IT IS FURTHER RESOLVED, that an authorized officer of the Company be, and such officer hereby is, directed to make, execute and file Articles of Dissolution with the Secretary of State of Illinois;

IT IS FURTHER RESOLVED, that an authorized officer of the Company be, and such officer hereby is, authorized and directed to execute any other documents and perform such other acts as are necessary or appropriate to carry out and accomplish the Company's conversion from Illinois to Florida; and

IT IS FINALLY RESOLVED, that all acts and transactions that have been validly taken or made prior to passage of these resolutions be, and they hereby are, authorized, approved, ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent effective as of this 24th day of September, 2020.



DOUGLAS F. JOHNSTON, JR.,
Sole Shareholder and Sole Director

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