

P2100000577

(Requestor's Name)

(Address)

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☐ 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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12/21/20--01001--029 **105.00

2021 JAN 28 PM 4:42
RECEIVED
CLERK OF STATE
TALLAHASSEE, FL

FILED

N CULLIS

ETC

FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-6243

(OFFICE USE ONLY)

Business Name & Document Number, (if known):

1. Curls Dynasty, Inc.
Name Document Number (if known)

☒ Walk in ☐ Will wait

☐ Certified Copy of the Articles of Organization
☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ INC

☐ OTHER

AMENDMENTS

☐ Amendment
☐ Resignation of R.A. Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Conversion

☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

☐ Statement of Authority

☐ APOSTIL ()
COUNTRY

REGISTRATION/QUALIFICATIONS

☐ Foreign
☐ Limited Partnership
☐ Reinstatement

☐ Trademark
☐ Other

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

②

January 26, 2021

FLORIDA CAPITAL COURIER SERVICES

SUBJECT: CURLS DYNASTY LLC
Ref. Number: W20000144867

2021 JAN 28 PM 4:13

We have received your document for CURLS DYNASTY LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), s.607.1622(9) and/or 607.1622(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.

Neysa Culligan
Regulatory Specialist III

Letter Number: 220A00025786

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Curls Dynasty, 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:

Michelle Suarez, Esq.

Contact Person

Florida Entrepreneur Law, P.A

Firm/Company

101 NE 3rd Ave., Suite 1500

Address

Fort Lauderdale, FL 33301

City, State and Zip Code

MSuarez@FloridaEntrepreneurLaw.com

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

For further information concerning this matter, please call:

Michelle Suarez, Esq.

Name of Contact Person

at (954)

882-4119

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

FILED

2021 JAN 28 PM 4:43

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:

Curis Dynasty, LLC

Enter Name of the Converting Entity

2. The converting 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 04/01/2014

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:**

Curis Dynasty, 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: (upon filing)

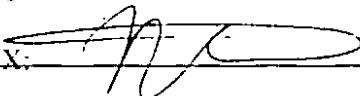
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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 4th day of January, 20 20.

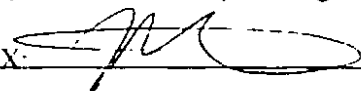
Required Signature for Florida Profit Corporation:

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

X:  _____

Printed Name: Nickie Nougaisse Title: CEO/Director

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

Signature: X:  _____

Printed Name: Nickie Nougaisse Title: Manager/Member

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)

FILED

CURLS DYNASTY, INC.

2021 JAN 28 PM 4:43

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FL

CURLS DYNASTY, INC. a Florida for profit Corporation (hereinafter "the Corporation") hereby files this, it's Articles of Incorporation in compliance with Florida Chapter 607 on this 10th day of December, 2020. The Corporation's Articles of Incorporation are set forth and adopted as follows:

Article I: Business Name. The name of the corporation is CURLS DYNASTY, INC.

Article II: Principal Place of Business. The principal place of business and mailing address of CURLS DYNASTY, INC. is 1833 Mears Pkwy, Margate, FL 33063.

Article III: Business Purpose. The purpose of CURLS DYNASTY, INC. is any and all lawful business.

Article IV: Stock and Shareholders' Rights.

- (a) The Corporation is authorized to issue 1,000 shares of Common Stock.** The aggregate amount of the total authorized capital stock of this corporation is one thousand (1,000) shares of common stock which shall be all of the same class. Such stock may be issued from time-to-time without action by the Directors, for such consideration as may be fixed from time-to-time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment. Such stock shall be common stock of Voting class stock.
- (b) Shareholders Action without a Meeting.** Shareholders may take action without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. In order to be effective the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes of each voting group entitled to vote thereon, and delivered to the corporation by delivery to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this section, written consents signed by the number of holders required to take action are delivered to the corporation by delivery as set forth in this section.
- (c) Prior offer to corporation to purchase shares: Exception of transfers to family members.** Notwithstanding anything in these articles to the contrary, any shareholder may at any time during his or her lifetime transfer any of that shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children) or to the trustee or trustees under any trust created during his or

her lifetime for the benefit of shareholder, his or her spouse, father or mother, or children. However, the spouse, father, mother, children, or trustee shall agree in writing prior to such transfer to become a party to and be bound by all the terms and conditions of the agreement which provides for the corporation's option to purchase shares before sale to other stockholders or third persons, just as if they were original parties to such agreement. If any transfer of shares to a shareholder's family member is made, and the corporation has declined or failed to exercise its option to purchase such shares, the transferring shareholder's shares shall be entitled to profit distributions and dividends but shall have no voting rights.

- (d) **Treasury Shares.** If the corporation acquires its own shares, such shares belong to the corporation and constitute treasury shares until disposed of, reissued or canceled by the corporation.
- (e) **Stock Certificate.** the shares of stock of the Corporation must be transferred in accordance with the provisions of this Agreement and that all certificates of stock shall have stamped on their face as follows:

THE SALE, ASSIGNMENT, EXCHANGE, TRANSFER, DEVISE, BEQUEST OR OTHER DISPOSITION OF, OR THE PLEDGE, MORTGAGE, HYPOTHECATION OR ENCUMBRANCE OF, OR THE CREATION OF ANY SECURITY INTEREST IN, THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED BY A SHAREHOLDERS AGREEMENT, AS MAY BE AMENDED, A COPY OF WHICH IS ON FILE IN THE OFFICE OF THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION AND MAY BE REVIEWED UPON REQUEST.

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED, OFFERED FOR SALE, SOLD, ASSIGNED, TRANSFERRED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR ANY STATE SECURITIES LAWS OR AN APPLICABLE EXEMPTION FROM SUCH REQUIREMENT.

After the endorsement, the certificates shall be returned to the Shareholders who shall, subject to the terms of this Agreement, be entitled to exercise all rights of ownership of that stock. All certificates of the common stock hereafter issued by the Corporation shall bear the same endorsement.

Article V: Registered Agent. The Registered Agent of CURLS DYNASTY, INC. is Nickie Nougaisse, and she is in compliance with the requirements set forth in Fla. Stat. § 607.0501, is familiar with the requirements of serving as a registered agent, and hereby accepts fully such responsibility to act in this capacity.


Nickie Nougaisse, Registered Agent

1833 Mears Pkwy.,
Margate, FL
33063.

CURLS DYNASTY, INC.
Articles of Incorporation

Article VI: Incorporator. The Incorporator of this Corporation is Nickie Nougaisse. I am the Incorporator and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State Constitutes a third degree felony in the State of Florida. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain active status.


Nickie Nougaisse, Incorporator

Article VII: Initial Officers and Directors. The initial Officers and Directors of the Corporation are as follows:

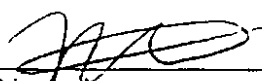
- i. Chief Executive Officer & Director: Nickie Nougaisse

VIII: Management of the Affairs of the Corporation. The affairs of the Corporation shall be managed by at least one Director, but never more than seven, and may be increased from time to time, as permitted by the Bylaws of the Corporation. The election of Directors shall be done in accordance with the Bylaws. All Directors and Officers of the Corporation shall be protected from personal liability to the fullest extent permitted by Florida law. The Corporation's Articles of Incorporation may only be amended by a majority vote of those shares entitled to vote at the time of Amendment.

Article IX: Effective Date. The effective date of these Articles of Incorporation is the date such articles are filed by the Florida Division of Corporations.

THESE DULY ADOPTED ARTICLES OF INCORPORATION WERE DULY AUTHORIZED BY CORPORATIONS DIRECTORS IN ACCORDANCE WITH FLORIDA CHAPTER 607.

In witness whereof, the undersigned Director of this corporation has executed these Articles of Incorporation on this 10th day of December, 2020.


Nickie Nougaisse
CEO/Director/Shareholder of Curls Dynasty, Inc.

FILED
2021 JAN 28 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FL