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(Business Entity Name)

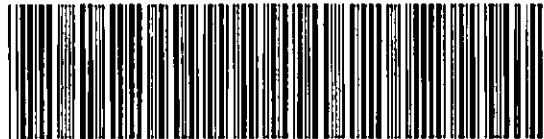
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Special Instructions to Filing Officer:

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21 MAR - 1 PM 6:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D O'KEEFE  
APR - 1 2021

DO

W21-15054



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 8, 2021

SHERON ALVES BASS, ESQ.  
SHERON ALVES BASS, P.A.  
9835 NORTH 56TH STREET, STE. 311  
TEMPLE TERRACE, FL 33617

SUBJECT: MANTIA TOMATO SALES & BROKERAGE, INC.  
Ref. Number: W21000015054

RECEIVED  
2021 MAR - 1 PM 1:18  
DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
INFORMATION SERVICES

We have received your document for MANTIA TOMATO SALES & BROKERAGE, 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), 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.

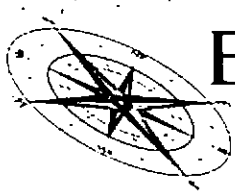
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

DANIEL L O'KEEFE  
Regulatory Specialist II

Letter Number: 421A00002774

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TALLAHASSEE, FLORIDA



# BASS LAW GROUP

Navigating and Planning for Life's Transitions

9385 N. 56th Street, Suite 311  
Tampa, FL 33617  
**813.988.4040**  
Sheron@BassLawGroup.com  
www.BassLawGroup.com

January 12, 2021

Department of State - Division of Corporations  
New Filing Section  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, Florida 32303

***Via Federal Express – 2<sup>nd</sup> Day Delivery***

In re: Conversion of LLC and Articles of Incorporation  
Mantia Tomato Sales and Brokerage, Inc.

Dear New Filing Personnel:

Enclosed please find the original and one (1) copy of the articles of conversion and incorporation which I am requesting be filed with the Secretary of State. Additionally I am requesting a certified copy and Certificate of Status of the filed documents.

Enclosed is a check in the amount of \$122.50 made payable to the Florida Department of State to cover the costs of the conversion and filing fee, a certificate of status and a certified copy of the filed articles of incorporation.

The following is the name, address, telephone number, and electronic mail address for future contact and annual report notification:

Martin Mantia, Jr.  
12921 Rain Forest Street  
Tampa, Florida 33617  
Telephone: (813) 335-4143  
E-Mail: mmantia7@yahoo.com

Please return all correspondence concerning this matter to the following:

Sheron Alves Bass, Esquire  
Sheron Alves Bass, P.A.  
9385 North 56<sup>th</sup> Street, Suite 311  
Temple Terrace, FL 33617

Thank you for your assistance in processing this application. Please do not hesitate to contact me if I can be of further assistance.

Sincerely,

Sheron Alves Bass, Esquire  
Enclosures

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TALLAHASSEE, FLORIDA

**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 Article of Conversion is:

**Mantia Tomato Sales & Brokerage, LLC**

2. The converting entity is a limited liability company first organized, formed or incorporated under the laws of Florida on September 2, 2020.

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

**Mantia Tomato Sales & Brokerage, Inc.**

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of the State of Florida.

5. This conversion is effective upon the date of filing with the Florida Department of State.

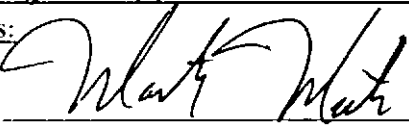
Sign this 12 day of JANUARY, 2021

**Required Signature for Florida Profit Corporation:**

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

 President  
Martin Mantia, Jr.

**Required Signatures(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies:**

Signature:   
Marty Mantia, MGRM

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21 MAR - 1 PM 6:23  
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
MANTIA TOMATO SALES & BROKERAGE, INC.

**ARTICLE I – NAME**

These Articles of Incorporation are executed on the 12<sup>th</sup> day of January, 2021, pursuant to Florida Statute § 607, for Mantia Tomato Sales & Brokerage, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The principal place of business and corporate mailing address of the Corporation is 12921 Rain Forest Street, Temple Terrace, Florida 33617.

**ARTICLE III – PURPOSE OF CORPORATION**

The Corporation will engage in the business of produce brokerage and sales activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV – INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Martin Mantia, Jr.  
12921 Rain Forest Street  
Temple Terrace, Florida 33617

**ARTICLE V – OFFICERS**

The officers of the Corporation shall be:

President:	Martin Mantia, Jr.
Vice-President:	Monica Mantia
Secretary:	Monica Mantia
Treasurer:	Martin Mantia, Jr.

Whose addresses shall be the same as the principal office of the Corporation.

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TALLAHASSEE, FLORIDA

## **ARTICLE VI – DIRECTOR(S)**

The Directors of the Corporation shall be:

Martin Mantia, Jr.

Monica Mantia

## **ARTICLE VII – CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having no par value.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE VIII – SUB-CHAPTER S COMPANY**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all shareholders of this Corporation shall take any action, or make any transfer or other disposition of the Shareholders' shares of stock in the corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot  
Be transferred if such transfer would void the election of the  
Corporation to be taxed under the Sub-Chapter S of the  
Internal Revenue Code of 1986, as amended."

### **ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### **ARTICLE X – POWERS OF CORPORATION**

This Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE XI – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE XII – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE XIII – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is 9385 North 56<sup>th</sup> Street, Suite 311, Temple Terrace, Florida 33617. The name and address of the registered agent of this Corporation is Sheron Alves Bass, Esquire, 9385 North 56<sup>th</sup> Street, Suite 311, Temple Terrace, Florida 33617.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 12<sup>th</sup> day of January, 2021, at Temple Terrace, Hillsborough County, Florida.



SHERON ALVES BASS, Esquire  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE XIV – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XV – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of Secretary of State, State of Florida.



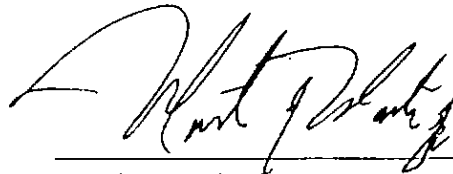
## **ARTICLE XVI – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

## **ARTICLE XVII – INDEMNIFICATION**

The Corporation shall indemnify any director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director of the Corporation against reasonable attorney fees and expenses incurred by director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee, or agent met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status of director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this \_\_\_\_ day of January, 2021.



Martin Mantia, Jr.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# *State of Florida*

## *Department of State*

I certify from the records of this office that MANTIA TOMATO SALES & BROKERAGE, LLC is a limited liability company organized under the laws of the State of Florida, filed on September 2, 2020, effective September 2, 2020.

The document number of this limited liability company is L20000273633.

I further certify that said limited liability company has paid all fees due this office through December 31, 2021, that its most recent annual report was filed on February 17, 2021, and that its status is active.

*Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this  
the Seventeenth day of February,  
2021*



*Randy R. Lee*  
Secretary of State

Tracking Number: 1883911811CC

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>



9385 N. 56th Street, Suite 311  
Tampa, FL 33617  
**813.988.4040**  
Sheron@BassLawGroup.com  
www.BassLawGroup.com

February 23, 2021

Daniel L. O'Keefe, Regulatory Specialist II  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Mantia Tomato Sales and Brokerage, Inc.  
Reverence No.: W21000015054

Dear Mr. O'Keefe:

Pursuant to your February 8, 2021, correspondence regarding the filing associated with the above reference number, please find the following enclosed items:

A copy of your February 8, 2021 correspondence

A copy of the Certificate in Good Standing for Mantia Tomato sales and Brokerage, LLC

This should correct the deficiency cited in your correspondence and no qualify this organization for conversion to a corporation from a Limited Liability Company pursuant to the statues cited in your correspondence.

Please file the Article of conversion received by your office on January 14, 2021, in the above referenced matter.

Do not hesitate to contact me if I can provide any further information to process this request.

Sincerely,

A handwritten signature in cursive script that reads "Sheron Alves Bass".

Sheron Alves Bass, Esquire

Enclosures

SAB/vjt