

P21 0000 36410

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ MAIL

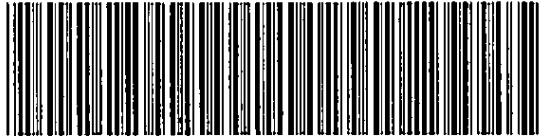
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/11/2020 Mailed

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PGI Tile, 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:

Mary G. Stewart, CPA

Contact Person

Mary G. Stewart, CPA, PA

Firm/Company

2886 Tamiami Trail Unit 10

Address

Port Charlotte, FL 33952

City, State and Zip Code

Mary@PtCharlotteCPA.com

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

For further information concerning this matter, please call:

Mary Stewart

Name of Contact Person

at (941)

258-3191

Area Code and Daytime Telephone Number

✓ Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees | <input type="checkbox"/> \$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

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:

PGI TILE, 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 02/05/2019
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**:

PGI TILE, 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.

2019 FEB 05 PM 04:01

Signed this 11th day of December, 2020.

Required Signature for Florida Profit Corporation:

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

Holly A. Proctor

Printed Name: Holly A. Proctor Title: President

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

Signature: [Signature]

Printed Name: James O. Proctor Jr Title: Gen Mgr

Signature: Holly A. Proctor

Printed Name: Holly A. Proctor Title: Mgr

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)

10-11-2020 10:00 AM

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Thousand shares of common stock, each share having the par value of One Dollar (\$1.00).

5.2 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 bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

5.3 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, or securities convertible into 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.

5.4 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 6 – SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued there-under. Such actions as are necessary will be taken by the appropriate Directors or officers to accomplish this compliance.

ARTICLE 7 – 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 8 – POWERS OF CORPORATION

The 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 9 – TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 – 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, 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 11 – APPOINTED OFFICERS

President: HOLLY A. PROCTOR
27169 DEEP CREEK BLVD
PUNTA GORDA, FL 33983

Vice Pres: JAMES O. PROCTOR
27169 DEEP CREEK BLVD
PUNTA GORDA, FL 33983

Treasurer: JAMES O. PROCTOR
27169 DEEP CREEK BLVD
PUNTA GORDA, FL 33983

Secretary: HOLLY A. PROCTOR
27169 DEEP CREEK BLVD
PUNTA GORDA, FL 33983

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of this Corporation is:

HOLLY A. PROCTOR
27169 DEEP CREEK BLVD
PUNTA GORDA, FL 33983

ARTICLE 13 – BYLAWS

The Board of Director(s) of the Corporation shall have the 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 14 – EFFECTIVE DATE

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

ARTICLE 15 – AMENDMENT

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

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 11th Day of December, 2020.

Holly A. Proctor
HOLLY A. PROCTOR, Incorporator

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 this certificate, 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.

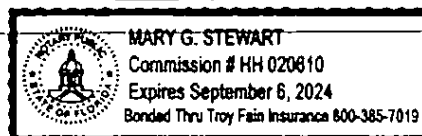
By: Holly A. Proctor
HOLLY A. PROCTOR, Registered Agent

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 11th day of December, 2020, by **HOLLY A. PROCTOR**.

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

Mary G. Stewart
Notary Signature



MARY G. STEWART, CPA, P.A.

Full-Service Accounting
Payroll Services
Tax Services
Consultation

Business: (941)258-3191
Fax: (941)286-3192
FrontDesk@PtCharlotteCPA.com
Mary@PtCharlotteCPA.com

April 12, 2021

William Lawrence
Florida Dept of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: PGI Tile LLC conversion to PGI Tile, Inc.
Ref: W21000043755

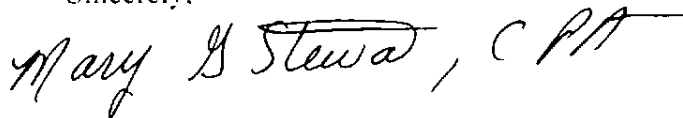
Dear Mr. Lawrence:

I find it very upsetting and distressing that I received a letter on April 9, 2021, regarding a conversation that was sent to your department on December 11, 2020, especially since we have called and requested an update several times since that date.

One simple phone call or email would have resulted in this being done and over with months ago. As you have request, I filed the Uniform Business Report for PGI Tile, LLC today. The only confirmation that I get when I pay through Sunbiz in confirmation of payment received, which is attached for your review.

I am returning the entire conversion packet to you together with the Sunbiz confirmation. PLEASE let me know what can be done to get this done.

Sincerely,



Mary G. Stewart, CPA, P.A.

Enclosures

10/10/2021