

P21000102281

(Requestor's Name)

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(Address)

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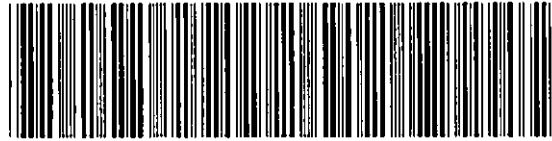
(Business Entity Name)

(Document Number)

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CONVERSION

1. HARP & CORK LLC

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: HARP & CORK 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:

Christine L. Weingart, Esquire

Contact Person

Zimmerman, Kiser & Sutcliffe, P.A.

Firm/Company

315 E. Robinson Street, Ste 600

Address

Orlando, Florida 32801

City, State and Zip Code

corporate@zkslawfirm.com

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

For further information concerning this matter, please call:

Jessica Snyder, Corporate Paralegal at (407) 425-7010

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 ☐ \$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

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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:

HARP & CORK 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 **January 23, 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:**

HARP & CORK 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**

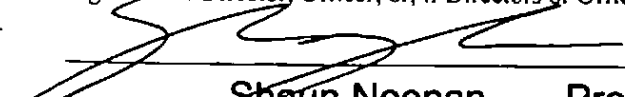
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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 6th day of December, 2021.

Required Signature for Florida Profit Corporation:

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


Printed Name: Shaun Noonan Title: President

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

Signature: 

Printed Name: Shaun Noonan Title: Manager

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)

ARTICLES OF INCORPORATION

OF

HARP & CORK, INC.

Pursuant to the filing of these Articles of Incorporation (these "*Articles*"), the undersigned hereby forms a Florida profit corporation under The Florida Business Corporation Act, Chapter 607, Florida Statutes (the "*Act*").

ARTICLE I NAME

The name of the corporation is HARP & CORK, INC. (the "*Corporation*").

ARTICLE II PURPOSE

The general purpose of the Corporation shall be the transaction of any and all lawful business.

ARTICLE III PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is as follows:

2603 E South Street
Orlando, Florida 32803

The mailing address of the Corporation is as follows:

707 E. Colonial Drive
Orlando, Florida 32803

The location of the principal office shall be subject to change as provided in Bylaws duly adopted by the Corporation.

ARTICLE IV COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's corporate existence shall be deemed to have commenced on the date on which these Articles are filed by the Department of State.

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ARTICLE V

SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is One Hundred Million (100,000,000) Shares divided into classes and series as follows:

(a) Seventy Million (70,000,000) shares of voting common stock with no par value ("Voting Common Stock"); and

(b) Thirty Million (30,000,000) shares of non-voting common stock with no par value ("Non-Voting Common Stock").

The holders of the Voting Common Stock are entitled to one vote for each share of Voting Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). The holders of the Non-Voting Common Stock are not entitled to vote on any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of shareholders in lieu of meeting). The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 607.1004 of the Act.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation, and the registered agent at such address are as follows:

Christine L. Weingart, Esquire
Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time pursuant to Bylaws duly adopted by the Corporation, but in no event shall the number of directors be less than one (1). The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the shareholders of the Corporation, or until successor directors are elected and qualified, are as follows:

**Shaun Noonan
707 E. Colonial Drive
Orlando, Florida 32803**

Until the first meeting of the Board of Directors of the Corporation, or until their successors are elected and have qualified, the following shall be the initial officers of the Corporation:

CEO / President

**Secretary / Treasurer: Shaun Noonan
707 E. Colonial Drive
Orlando, Florida 32803**

**ARTICLE VIII
INCORPORATOR**

The name and address of the sole incorporator of the Corporation are as follows:

**Christine L. Weingart, Esquire
315 E. Robinson Street, Suite 600
Orlando, Florida 32801**

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 6th day of December, 2021.



Christine L. Weingart, Esquire
Incorporator

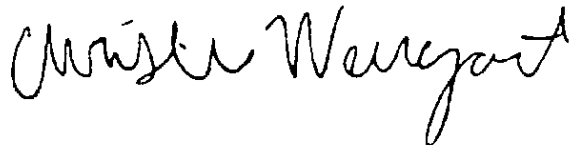
ACCEPTANCE OF APPOINTMENT

BY

INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 6th day of December, 2021.



Christine L. Weingart, Esquire
Registered Agent

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