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(Business Entity Name)

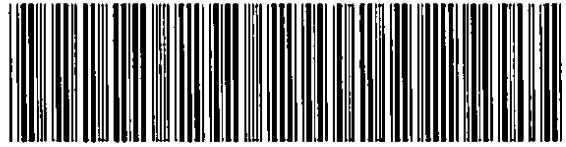
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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12/28/21

NAME: PHILCOR INC.

TYPE OF FILING: CONVERSION

COST: 105.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A Hodge

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Philcor 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:

Jeremy S. Sloane, Esq.

Contact Person

Watson Sloane PLLC

Firm/Company

100 S. Orange Avenue, Suite 1000

Address

Orlando, Florida 32801

City, State and Zip Code

arap@gulfcom.net

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

For further information concerning this matter, please call:

Jeremy S. Sloane, Esq. at (407) 622-6751

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

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:

Philcor 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 **Delaware**

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

on **7/26/2013**

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**:

Philcor 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: **December 31, 2021**

(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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SECRETARY OF STATE
TALLAHASSEE, FL

Signed this 11 day of October, 2021

Required Signature for Florida Profit Corporation:

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

D Phillips

Printed Name: Deborah Phillips Title: President

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

Signature: D Phillips

Printed Name: Deborah Phillips Title: 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)

**ARTICLES OF INCORPORATION
OF
PHILCOR INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be "PHILCOR INC." (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 8920 Pine Island Rd, Clermont, FL 34711. The mailing address of the Corporation is 8920 Pine Island Rd, Clermont, FL 34711.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 19,000, all of which shall be common stock with a par value of \$0.01 per share.

ARTICLE V: CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors pursuant to Section 607.0728(3) of the FBCA.

ARTICLE VI: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the individuals who will serve on the initial board of directors are:

<u>Name</u>	<u>Street Address</u>
Deborah Phillips	8920 Pine Island Rd. Clermont, Florida 34711
Lawrence Corke	57 Princess Anne Crescent Toronto, Ontario M9A 2P3, Canada

The name and address of the individual who will serve as initial officers is:

<u>Name</u>	<u>Street Address</u>
Deborah Phillips, President	8920 Pine Island Rd. Clermont, Florida 34711

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 S. Orange Avenue, Suite 1000, Orlando, Florida 32801. The name of the initial registered agent of the Corporation at that office is Watson Sloane PLLC.

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TALLAHASSEE, FL

ARTICLE VIII: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Name

Street Address

Deborah Phillips

8920 Pine Island Rd.
Clermont, Florida 34711

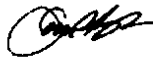
ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature/Registered Agent

December 27, 2021

Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.



Required Signature/Incorporator

October 11, 2021

Date