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(Requestor's Name)

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(City/State/Zip/Phone #)

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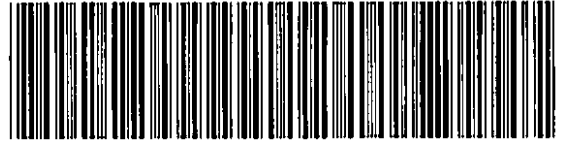
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06/07/22--01041--023 ++113.75

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2022 JUN -7 PM 1:05

SECRETARY OF STATE  
TALLAHASSEE, FL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



## **Filing Cover Sheet**

**To:** Florida Division of Corporations

**From:** TAYLOR SEAY C/O Capitol Services, Inc.

**Date:** 6/7/2022

**Trans#:** 1303131

**Entity Name:** THE DESOTO GROUP, LLC (FL) CONVERTING INTO THE DESOTO GROUP, INC. (FL)

Articles Incorporation/Formation ( )

Articles of Amendment ( )

Articles of Dissolution ( )

Annual Report ( )

Conversion (XX)

Fictitious Name ( )

Foreign Qualification ( )

Limited Liability ( )

Limited Partnership ( )

Merger ( )

Reinstatement ( )

Withdrawal / Cancellation ( )

Other ( )

**STATE FEES PREPAID WITH CHECK#2775 FOR \$113.75**

### **PLEASE RETURN:**

**Certified Copy (XX)**

**Plain Photocopy ( )**

**Good Standing ( )**

**Certificate of Fact ( )**

**ARTICLES OF CONVERSION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
INTO  
FLORIDA CORPORATION**

**FILED**

**2022 JUN -7 PM 1:05**

SECRETARY OF STATE  
TALLAHASSEE, FL

These Articles of Conversion, together with the Articles of Incorporation attached hereto as Exhibit A, are submitted to convert **The Desoto Group, LLC** a Florida limited liability company, into a Florida corporation in accordance with §§ 605.1041(1)(a) and 607.11930(2), *Florida Statutes*.

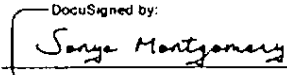
1. The name of the converting entity immediately prior to the filing of the Articles of Conversion is **The Desoto Group, LLC** (Florida Document No. L10000124147).
2. The converting entity is a limited liability company first organized under the laws of Florida on December 2, 2010.
3. The name of the converted entity is **The Desoto Group, Inc.**
4. The converting entity is converting into a Florida corporation in compliance with Chapters 605 and 607, *Florida Statutes*.
5. The Plan of Conversion was approved in accordance with §§ 605.1043(1), *Florida Statutes*.
6. The conversion has been approved in accordance with all applicable laws, and by a majority-in-interest of the members of the converting entity who have a right to vote upon the conversion.
7. The effective date and time of the conversion shall be upon the filing of these Articles of Conversion with the Secretary of State of the State of Florida.
8. The converted entity has agreed to pay to the members of the converting entity with appraisal rights the amount to which such members are entitled under §§ 605.1006 and 605.1061 through 605.1072, *Florida Statutes*.

*[Rest of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion on the 7th day of June, 2022.

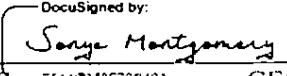
**Signature of Authorized Representative of  
Converted Entity:**

THE DESOTO GROUP, INC, a Florida  
corporation

By:   
Sonya Montgomery

**Signature on behalf of Converting Entity:**

THE DESOTO GROUP, LLC, a Florida limited  
liability company

By:   
Sonya Montgomery, CEO

**Exhibit A**

Articles of Incorporation of Converted Entity

**FILED**

**ARTICLES OF INCORPORATION  
OF  
THE DESOTO GROUP, INC.**

**2022 JUN -7 PM 1:05**

**SECRETARY OF STATE  
TALLAHASSEE, FL**

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

**ARTICLE I**

**Name**

The name of this corporation shall be: The Desoto Group, Inc.

**ARTICLE II**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE III**

**Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$0.0001 per share.

**ARTICLE IV**

**Existence of Corporation**

This corporation shall have perpetual existence unless and until dissolved in accordance with these Articles of Incorporation and the Florida Business Corporation Act.

**ARTICLE V**

**Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than three (3) directors, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law required to be exercised or done only by the stockholders.

**ARTICLE VI**

**Bylaws**

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation;

provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

#### **ARTICLE VII** **Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

#### **ARTICLE VIII** **Principal Office**

The street address of the principal office of this corporation is **4705 S. Apopka Vineland Rd, Suite 130, Orlando, FL 32819.**

#### **ARTICLE IX** **Initial Registered Office and Agent**

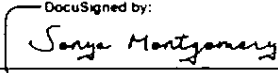
The street address of the initial registered office of this corporation is **12145 Cypress Landing Ave., Clermont, FL 34711.** The name of the initial registered agent of this corporation at that office is **Sonya Montgomery.**

#### **ARTICLE X** **Incorporator**

The name and street address of this corporation's incorporator is **Sonya Montgomery, 12145 Cypress Landing Ave., Clermont, FL 34711.**

\*\*\*\*\*

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

By:   
Sonya Montgomery, Incorporator

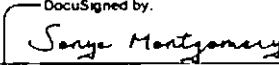
Dated: June 7, 2022



### ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and designated to accept service of process for this corporation at the registered office designated herein, and being familiar with the obligations of that position as set forth in Section 607.0505 of the Florida Statutes, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 7, 2022

By:   
Sonya Montgomery

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