

PA2000093203

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

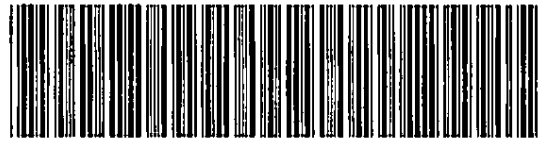
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

022000155343

Office Use Only



CP
12/20/22

800398320528

12/08/22--01012--002 **122.50

FILED
2022 DEC -8 AM 7:16
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:

Roland Numeric, 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 Minnesota

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

on 10/23/1992

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**:

Roland Industries, 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.)

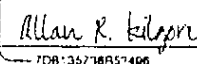
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

FILED
2022 DEC -8 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FL


Signed this 2nd day of December, 2022.

Required Signature for Florida Profit Corporation:

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

DocuSigned by

IDB:35718B57406
Printed Name: Allan R. Kilgore 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: ALLAN KILGORE 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)

FILED
2022 DEC -8 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
FOR
ROLAND INDUSTRIES, INC.

ARTICLE I - NAME AND ADDRESS

The name and address of this corporation is:

ROLAND INDUSTRIES, INC.
2328 72nd Drive E
Sarasota, FL 34243

ARTICLE II - TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes Section 607.0203(1), the existence of the Corporation shall commence on the filing of these Articles with the Department of State. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

ARTICLE III - PURPOSE

This Corporation is organized to engage in any and all lawful business both within and outside of the State of Florida.

ARTICLE IV - POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, or employ

FILED
2022 DEC -8 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FL

sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.
- (r) To hold general contracting licensure under the laws of the State of Florida and under the laws of other states throughout the southeastern United States.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be 2328 72nd Drive E, Sarasota, FL 34243.

ARTICLE VI - CAPITAL STOCK

This Corporation is authorized to issue Twenty-Five Thousand (25,000) shares of common stock.

FILED
2022 DEC -8 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FL

having a par value of ONE CENT (\$0.01).

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name of the Registered Agent is ALLAN R. KILGORE, and the street address of the Registered Office is 2328 72nd Drive E, Sarasota, FL 34243.

ARTICLE VIII - DIRECTORS/OFFICERS

This Corporation shall have three (3) Directors/Officers initially. The name and address of the Directors of this Corporation who shall serve until successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Allan R. Kilgore	2328 72 nd Drive E Sarasota, FL 34243	President

ARTICLE IX - SUBSCRIBER

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Allan R. Kilgore	2328 72 nd Drive E Sarasota, Florida 34243

ARTICLE X - SPECIAL PROVISIONS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

ARTICLE XII - MORTGAGE OR PLEDGE OF ASSETS

The mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of a corporation for the purpose of securing the payment of performance of any contract, note, bond or other obligation of the Corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by the Shareholders.

FILED
2022 DEC -8 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FL.

ARTICLE XIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.


ARTICLE XIV - REMOVAL OF DIRECTORS

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XV - AMENDMENT

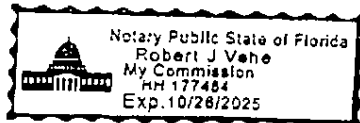
These Articles of Incorporation may be amended in the manner provided by law.


WITNESS my hand and seal at Sarasota, Florida, this 5 day of December, 2022.


Allan R. Kilgore
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me, by means of physical presence, this 5th day of December, 2022, by ALLAN R. KILGORE, who is personally known to me.

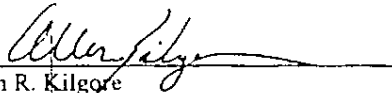



Notary Public
State of Florida
My commission expires:

FILED
2022 DEC -8 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FL

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, does hereby agree to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.


Allan R. Kilgore
Registered Agent

FILED
2022 DEC -8 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FL