

P23000081036

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

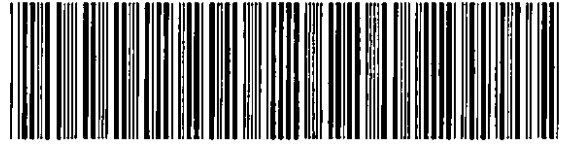
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

11/16/23

Office Use Only



600415373036

09/15/23--01009--007 **105.00

S CHATHAM
NOV 21 2023

FILED
2023 NOV 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 7, 2023

NICHOLAS RITORNATO, ESQ
33 NE 4TH AVENUE
DELRAY BEACH, FL 33483 US

SUBJECT: WM. E. MARTIN & SONS CO., INC.
Ref. Number: W23000129527

We have received your document for WM. E. MARTIN & SONS CO., INC.. However, the document has not been filed and is being returned for the following:

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 923A00025871

Law Offices
MacMillan & Stanley, PLLC
33 Northeast Fourth Avenue
Delray Beach, Florida 33483
(561) 276-6363
Facsimile (561) 276-8881
www.macmillanstanley.com

Thomas M. Stanley, Esq.

Board Certified by Florida Bar
In Wills, Trusts & Estates

Board Certified by Florida Bar
In Real Estate

Nicholas Ritornato, Esq.

Of Counsel

Carol MacMillan Stanley, Esq.

Board Certified by Florida Bar
In Wills, Trusts & Estates

Neil E. MacMillan (1918 - 1996)

November 15, 2023

Via FedEx

Ms. Summer Chatham
Regulatory Specialist III
Director's Office
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: **WM. E. Martin & Sons, Inc.**
Conversion to Florida Corporation – Amended Filing
Ref. No. W23000129527
Letter No. 923A00025871

Dear Summer:

This law firm represents the above-referenced business entity. We received your letter with the above-referenced number regarding the return of the Articles of Conversion for the New York entity WM. E. Martin & Sons Co., Inc.

Enclosed with this letter is a new version of the amended Articles of Conversion to convert WM. E. Martin & Sons Co., Inc., a New York corporation, to **WM. E. Martin & Sons, Inc.**, a Florida corporation. Per your letter, William Spencer Martin, as President of the corporation, signed in the additional indicated spot on the second page.

We understand that you received our check in the amount of \$105.00 with the original filing. Please note that our prior rejected filing and your letter with the above-referenced number are also enclosed with this letter for reference. For filing purposes, please use the new, clean version of the Articles of Conversion we have provided.

Please reach out to me via email at nick@macmillanstanley.com or via phone at (561) 276-6363 if you have any questions or require any additional information. Thank you for your time and assistance.

Sincerely,

s/Nicholas Ritornato

Nicholas Ritornato, Esq.

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:

WM. E. Martin & Sons Co., 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 New York

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

on November 26, 1954

Enter date "Converting Entity" was first organized, formed or incorporated.

FILED
2023 NOV 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FL

3. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

WM. E. Martin & Sons, 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.

Signed this 14th day of November, 2023.

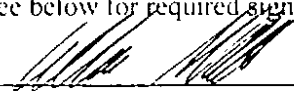
Required Signature for Florida Profit Corporation:

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



Printed Name: William Spencer Martin 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: William Spencer Martin 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
2023 NOV 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: WM. E. Martin & Sons, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Principal street address

Mailing address, if different is:

325 NE 5th Ave.

325 NE 5th Ave.

Delray Beach, FL 33483

Delray Beach, FL 33483

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful business.

FILED
2023 NOV 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE IV SHARES

The number of shares of stock is: 1,000

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: William Spencer Martin, President

Name and Title: Kurt Von Strelow Martin, Vice President/Secretary

Address: 325 NE 5th Ave.
Delray Beach, FL 33483

Address: 325 NE 5th Ave.
Delray Beach, FL 33483

Name and Title: Blake Robert Martin, Vice President/Treasurer

Name and Title: William J. Martin Jr., CEO

Address: 325 NE 5th Ave.
Delray Beach, FL 33483

Address: 325 NE 5th Ave.
Delray Beach, FL 33483

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

ARTICLE VI REGISTERED AGENT

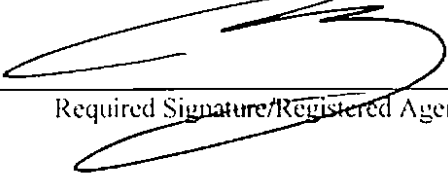
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: MacMillan & Stanley, PLLC

Address: 33 NE 4th Avenue

Delray Beach, FL 33483

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



Required Signature/Registered Agent

11/15/2023

Date

FILED
2023 NOV 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FL