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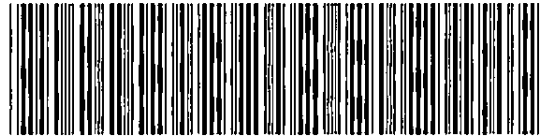
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2023

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/27/2023

****WALK IN****

ENTITY NAME Prima Management Co.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$105

ACCOUNT #: 120160000072

S. R. H

Please call Tina at the above number for any issues or concerns. *Thank you so much!*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 29, 2023

SUNSHINE STATE CORPORATE COMPLIANCE COMPANY

SUBJECT: PRIMA MANAGEMENT OF FLORIDA CO.
Ref. Number: W23000158573

We have received your document for PRIMA MANAGEMENT OF FLORIDA CO..
However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or
it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from
the one presently on file.

The document number of the name conflict is F14000003766.

If you have any further questions concerning your document, please call (850)
245-6052.

KAIN COSTELLO
Regulatory Specialist II
New Filing Section

Letter Number: 523A00027.113

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www.sunbiz.org

STATE OF FLORIDA
ARTICLES OF CONVERSION
FOR

PRIMA MANAGEMENT CO.
(a Maryland corporation, the "Converting Eligible Entity")

INTO
PRIMA MANAGEMENT OF FLORIDA CO.
(a "Florida Profit Corporation")

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida corporation in accordance with §607.11930 and 607.0202 of Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

PRIMA MANAGEMENT CO.

2. The converting entity is a corporation first organized, formed or incorporated under the laws of Maryland on May 30, 1974. (MD Department ID Number: D00507624)

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

PRIMA MANAGEMENT OF FLORIDA CO.

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. The conversion shall be effective the date these Articles are filed with the Secretary of State.

[Remainder of Page Intentionally Left Blank]

Signed this 16th day of November, 2023.

FLORIDA CORPORATION:

PRIMA MANAGEMENT OF FLORIDA CO.

By: Richard Eliasberg
Richard Eliasberg, Incorporator

MARYLAND CORPORATION:

PRIMA MANAGEMENT CO.

By: Richard Eliasberg
Richard Eliasberg, President

**ARTICLES OF INCORPORATION
OF
PRIMA MANAGEMENT OF FLORIDA CO.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is PRIMA MANAGEMENT OF FLORIDA CO. (the "Corporation").

ARTICLE II. ADDRESS

The principal place of business and mailing address of the corporation is:

601 Heritage Dr.
Suite 127
Jupiter, FL 33458

ARTICLE III. TERM OF EXISTENCE

The effective date shall be the date these Articles of Incorporation are filed with the Department of State. This corporation is to exist perpetually.

ARTICLE IV. PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is Three Thousand (3,000) shares of common stock at \$1.00 par value.

ARTICLE VI. DIRECTORS

The number of directors of the Corporation shall be between one (1) and seven (7) directors which number may be increased pursuant to the Bylaws of the Corporation, but shall never be less than one (1). The Corporation shall have one (1) director initially. The name and address of the initial director of the Corporation, who shall serve as director until his successor is duly elected and qualify is:

Richard Eliasberg
601 Heritage Dr., Suite 127
Jupiter, FL 33458

ARTICLE VII.
REGISTERED AGENT

The name and Florida street address of the registered agent is:

Gail E. Redman
601 Heritage Dr., Suite 127
Jupiter, FL 33458

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Richard Eliasberg
601 Heritage Dr., Suite 127
Jupiter, FL 33458

ARTICLE IX. DIVIDENDS, VOTING RIGHTS, RESTRICTIONS, ETC.

The preferences, conversion, other rights, voting powers, restrictions and limitations as to dividends upon the shares of the common stock are the following:

(A) Dividends. The holders of the common stock shall be entitled to receive such dividends as the Board of Directors may declare out of the surplus of the Corporation, payable either in cash or in kind or in securities at their fair market value to the shareholders of record on such date or dates as may be determined and established by the Board of Directors or by the Bylaws of the Corporation.

(B) Distribution in Liquidation. In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation shall be distributed, pro rata, among the holders of the common stock.

(C) Voting Rights. Each holder of common stock shall be entitled to one (1) vote for each share of common stock standing in its, his or her name on the books of the Corporation; provided, however, that in all elections for directors, each holder of a share of common stock shall be entitled, with respect to each such share, to cast one vote for each director to be elected and may cast the whole number of such votes for one candidate or may distribute such votes among any two or more candidates.

(D) Preemptive Rights. Each holder of the common stock of the Corporation (including common stock originally issued as well as common stock which may be issued after the original issuance of shares of common stock of the Corporation) shall have full preemptive rights to

subscribe, pro rata, to any unissued common stock herein authorized to be issued or to any increased common stock hereafter authorized or to any stock of any future authorized issue which does not have any voting rights, rights to the receipt of dividends, or rights upon liquidation, dissolution or winding up of the Corporation superior to the presently authorized common stock, but no holder of common stock of the Corporation shall have any preemptive right or right to subscribe to any of the presently authorized preferred stock of the Corporation or to any stock of the Corporation which may be superior in any way to the presently authorized common stock of the Corporation, and any such right given or authorized by the laws of the State of Florida, or by custom or common law is hereby waived by any and all present and future shareholders of the Corporation.

In the event the Corporation proposes to issue any stock to which the holders of the common stock shall have the right to subscribe, as hereinabove provided, the Corporation shall notify the holders of the common stock in writing, at their respective addresses as they appear on the books of the Corporation, of the price, terms and conditions of the proposed offering and the preferences, voting powers, restrictions and qualifications of the stock proposed to be offered, and shall afford to the holders of the common stock the right to subscribe to such new stock, pro rata, for a period of time to be fixed by the Board of Directors which shall be not less than ten (10) days from the date of such notification. In the event any holder or holders of any share or shares of the common stock shall not subscribe and pay for his pro rata share of such new stock within said period, the Corporation may re-offer and sell such unsubscribed shares of such new stock as though no preemptive rights or right to subscribe had even existed on the part of such holder or holders or on the part of any other holder or holders of the common stock of the Corporation and the present and future holders of the common stock hereby waive any and all preemptive rights or rights to subscribe to such pro rata portion of stock proposed to be offered, as shall not have been subscribed and paid for by the other holder or holders of the common stock originally entitled to subscribe to the same, as above set forth, whether such rights be given or authorized by the laws of the State of Florida or by custom or the common law.

ARTICLE XI INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE XII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE XIII. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

[Signatures on following page]

Having been named as registered agent and 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.

Gail E. Redtman
Gail E. Redtman

Date: November 16, 2023

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Richard Eliasberg
Richard Eliasberg, Incorporator

Date: November 16, 2023

2023

NOTED