

PL4000073818

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

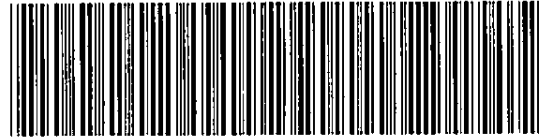
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500439611555

12/09/24--01001--011 *113.75

FILED
2024 DEC -9 AM 9:47
FILING OFFICE
TALLAHASSEE, FL

FILED

FILED
2024 DEC -9 AM 9:20
FILING OFFICE
TALLAHASSEE, FL

GRAYROBINSON

Peter R. Law | peter.law@gray-robinson.com | D 407.418-6526
301 East Pine Street, Suite 1400, Orlando, Florida 32801 | T 407.843.8880 | F 407.244.5690

December 9, 2024

VIA HAND DELIVERY

Department of State
Division of Corporations
Certification Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Conversion and Articles of Incorporation for Elite Electrical Contractors, LLC
Our File No. 23646-1

Dear Sir or Madam:

Enclosed are the executed Articles of Conversion and Articles of Incorporation to be filed for Elite Electrical Contractors, LLC.

Also enclosed is our firm's check payable to the Florida Department of State for \$113.75 (Articles of Conversion \$35; Articles of Incorporation \$70.00; and Certified Copy \$8.75).

Please call us at 850-577-9090 when the filing confirmation and certified copy letters are available for pick up. If that is not an option, then please return the same to my attention by facsimile at 407-244-5690.

Of course, please do not hesitate to telephone us at 850-577-9090 (Support Services Dept.), or at my number above, if you have any questions.

Sincerely,

Peter R. Law, FRP
Florida Registered Paralegal

Enclosures

cc: David J. Ottinger, Esq. (w/ encl., via email)

FILED
2024 DEC - 9 AM 9:47
TALLAHASSEE, FL

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Elite Electrical Contractors, 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:

David J. Ottinger

Contact Person

GrayRobinson, P.A.

Firm/Company

101 E. Kennedy Blvd., Ste. 4000

Address

Tampa, FL 33602

City, State and Zip Code

David.Ottinger@gray-robinson.com

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

For further information concerning this matter, please call:

David J. Ottinger at (813) 273-5000

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 Status and Certified Copy Certified Copy, and
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

FILED
2024 DEC -9 AM 9:47
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:

Elite Electrical Contractors, LLC

Enter Name of the Converting Entity

2. The converting entity is a **limited liability company**
(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 **Florida**
(Enter state, or if a non-U.S. entity, the name of the country)

on **November 23, 2011, effective as of July 20, 2011**
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**:

Elite Electrical Contractors, 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.

RECEIVED
FLORIDA DEPARTMENT OF STATE
2011 DEC 9 PM 9:47

2011 DEC -9 AM 9:47

FILED

Signed this 6th day of December, 2024.

Required Signature for Florida Profit Corporation:

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

Chipper D. Fitz
Printed Name: Chipper D. Fitz Title: President

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

Signature: Chipper D. Fitz
Printed Name: Chipper D. Fitz Title: Authorized Representative

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
CLERK OF DISTRICT COURT
JANUARY 15, 2025
TALLAHASSEE, FL

2024 DEC -9 AM 9:47

FILED

ARTICLES OF INCORPORATION
OF
ELITE ELECTRICAL CONTRACTORS, INC.

ARTICLE I – NAME

The name of this Corporation is ELITE ELECTRICAL CONTRACTORS, INC.

ARTICLE II – NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III – CAPITAL STOCK

The authorized capital of the Corporation shall be one million five hundred thousand (1,500,000) shares of common stock at a par value of One Cent (\$0.01) per share.

ARTICLE IV – TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V – PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address and mailing address of the principal office of this Corporation is 9365 Laredo Avenue, Suite 130, Fort Myers, FL 33905. The Board of Directors may move the principal office from time to time.

ARTICLE VI – DIRECTORS

This Corporation shall initially have three (3) Directors. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders of the Corporation.

ARTICLE VII – INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are as follows:

Chipper D. Fitz
9365 Laredo Avenue, Suite 130

Anthony R. Forgione
9365 Laredo Avenue, Suite 130

FILED
2024 DEC -9 AM 11:47
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Fort Myers, FL 33905

Fort Myers, FL 33905

Shannon Fitz
9365 Laredo Avenue, Suite 130
Ft. Myers, FL 33905

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Chipper D. Fitz
9365 Laredo Avenue, Suite 130
Fort Myers, FL 33905

ARTICLE IX – SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

FILED
2024 DEC -5
11 9:47
CLERK OF COURT
STATE OF FLORIDA

ARTICLE X – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 9365 Laredo Avenue, Suite 130, Fort Myers, FL 33905, and the name of the initial registered agent of this Corporation at that address is Chipper D. Fitz.

ARTICLE XI – AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

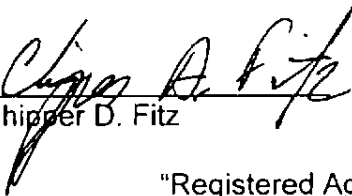
ARTICLE XII – EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.


CHIPPER D. FITZ (SEAL)
"Incorporator"

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for ELITE ELECTRICAL CONTRACTORS, INC., a Florida Corporation, in accordance with Florida Statutes, Section 607.0501.


Chipper D. Fitz
"Registered Agent"

NOTARIZED FILE

2024 DEC -9 AM 9:47

FILED

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (the "Plan of Conversion") is made and entered into as of December 6th, 2024, by ELITE ELECTRICAL CONTRACTORS, LLC, a Florida limited liability company (the "Company") and Chipper D. Fitz and Anthony R. Forgione (the "Members").

WITNESSETH:

WHEREAS, the Company was organized as a limited liability company under the laws of the State of Florida upon the filing of its Articles of Organization on November 23, 2011, effective as of July 20, 2011; and

WHEREAS, Chipper D. Fitz owns sixty percent (60%) of the Membership Units of the Company and Anthony R. Forgione owns forty percent (40%) of the Membership Units of the Company; and

WHEREAS, the Members, by resolution dated of even date herewith, agree to convert the Company into a Florida corporation (the "Converted Corporation"); and

WHEREAS, the Members and the Company deem it advisable and in the best business interest of the Company that the Company convert to the Converted Corporation, and that pursuant to the conversion, all issued and outstanding Membership Units of the Company shall be converted to common stock in the Converted Corporation, as authorized by and in accordance with: (i) Florida Statutes ("F.S.") Section 605.1041; (ii) F.S. Section 607.11930; and (iii) the terms and conditions hereinafter set forth; and

WHEREAS, the Members have adopted and approved this Plan of Conversion in accordance with the applicable laws of the State of Florida, its state of incorporation.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Company has agreed to convert into a Florida corporation pursuant to the provisions of the laws of the State of Florida, and does hereby agree upon and prescribe the terms and conditions of said conversion and the mode of carrying the same into effect in the following Plan of Conversion:

ARTICLE I – LIMITED LIABILITY COMPANY

The Company is a limited liability company organized and existing under the laws of the State of Florida, pursuant to Articles of Organization that were filed with the Florida Department of State on November 23, 2011, effective as of July 20, 2011. As of the date of this Plan of Conversion, the Membership Units of the Company are owned as follows:

FILED

2024 DEC 6 AM 9:47

<u>Name of Member</u>	<u>Number of Membership Units</u>	<u>Total Percentage Ownership</u>
Chipper D. Fitz	6,000	60%
Anthony R. Forgione	<u>4,000</u>	<u>40%</u>
TOTAL	10,000	100%

ARTICLE II – CONVERSION

The Company shall be, and it hereby is, converted into a Florida corporation. The name of the Converted Corporation in the conversion shall be ELITE ELECTRICAL CONTRACTORS, INC., which shall be governed by the laws of the State of Florida and which state shall be its domicile. The principal office of the Converted Corporation shall be located at 9365 Laredo Avenue, Suite 130, Fort Myers, Florida 33905. The mailing address of the Converted Corporation shall be 9365 Laredo Avenue, Suite 130, Fort Myers, Florida 33905.

ARTICLE III – EFFECTIVE DATE

Notwithstanding anything contained herein to the contrary, the conversion provided herein shall be effective as of the date specified in the Articles of Conversion filed with the State of Florida (the "Effective Date").

ARTICLE IV - CONVERSION OF OUTSTANDING MEMBERSHIP UNITS

The manner and the basis of converting the outstanding Membership Units of the Company into common stock of the Converted Corporation shall be as follows:

A. Upon the Effective Date of the conversion, each Membership Unit of the Company shall be converted into one hundred (100) shares (rounded to the nearest hundred) of the issued and outstanding common stock of the Converted Corporation to be issued to the following individuals in the following amounts:

<u>Name</u>	<u>Common Stock</u>
Chipper D. Fitz	600,000
Anthony R. Forgione	400,000

B. The Members, as owners of all of the Membership Units entitled to vote on the conversion contemplated hereby, have consented to this Plan of Conversion and there are no dissenting Members to the Plan of Conversion who would be entitled to appraisal rights pursuant to the Florida Statutes.

FILED
 2024 DEC -9
 9:47
 CLERK OF DISTRICT COURT
 13th JUDICIAL CIRCUIT
 IN AND FOR THE STATE OF FLORIDA

ARTICLE V – OTHER TERMS AND CONDITIONS

The terms and conditions of the conversion are as follows:

- A. Until altered, amended or restated, the Articles of Incorporation attached hereto as **Exhibit “A”** shall be the Articles of Incorporation for the Converted Corporation.
- B. Until altered, amended or repealed, the Bylaws attached hereto as **Exhibit “B”** shall be the Bylaws of the Converted Corporation.
- C. The initial officers of the Converted Corporation as of the Effective Date of the conversion shall be as listed in the Articles of Incorporation attached hereto as **Exhibit “A”**.

ARTICLE VI – AMENDMENT OF PLAN OF CONVERSION

At any time before the Effective Date of the conversion, this Plan of Conversion may be amended by a writing signed by the Members; provided, however, that such amendment must be approved in accordance with the Operating Agreement of the Company hereto and the laws of the jurisdiction in which the Company is organized.

ARTICLE VII – ABANDONMENT OF PLAN OF CONVERSION

After the conversion contemplated by this Plan of Conversion is authorized, and at any time before the Articles of Conversion are filed with the Florida Department of State, this Plan of Conversion may be abandoned (subject to any contractual rights) by vote of the Members in favor of abandoning the Plan of Conversion.

ARTICLE VIII – APPROVALS

This Plan of Conversion has been approved and adopted by the Members in accordance with the Operating Agreement of the Company hereto and the laws of the jurisdiction in which the Company is organized.

ARTICLE IX - MISCELLANEOUS

- A. The conversion contemplated by this Plan of Conversion is permitted by laws of the jurisdiction in which the Company is organized.
- B. The appropriate officers of the Company shall file the Converted Corporation's Articles of Conversion and Articles of Incorporation with the Florida Department of State and pay all fees and taxes required by the laws of the State of Florida.
- C. The Company's officers and the Members agree to execute such documents and instruments and to take such further action as may be necessary or

2024 OCT 30 AM 9:47
FILED

desirable to consummate the conversion as contemplated herein, as well as those necessary to form the Converted Corporation.

D. This Plan of Conversion shall be binding upon and inure to the benefit of the respective successors and permitted assigns of the parties hereto.

E. A copy of this Plan of Conversion is on file at the principal place of business of the Company located at 9365 Laredo Avenue, Suite 130, Fort Myers, Florida 33905, which will serve as the new principal place of business for the Converted Corporation, and will be furnished by the Company or, following conversion, the Converted Corporation, on request and without cost, to any Member of the Converted Corporation.

F. This Plan of Conversion shall in all respects be construed under and in accordance with the laws of the State of Florida applicable to contracts to be fully performed in the State of Florida, without giving effect to applicable choice of law principles.

G. The section and other headings contained in this Plan of Conversion are for reference purposes only and shall not affect the meaning or interpretation of this Plan of Conversion.

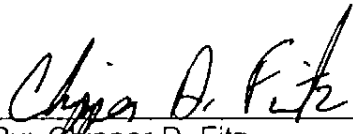
H. At any time prior to the Effective Date, the parties hereto may, by written agreement, extend time for performance of any of their obligations or other acts hereunder.

FILED
2024 DEC -9 AM 9:47
CLERK OF DISTRICT COURT
JUDGE: JUDGE J. L. HASTON, JR.
CLERK: J. L. HASTON, JR.


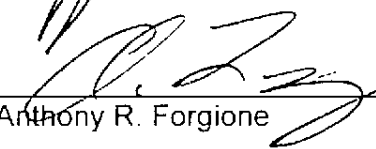
[Separate Signature Page Follows]

IN WITNESS WHEREOF, the Company and the Members have caused this Plan of Conversion to be executed and acknowledged on the day and year as set forth above and have affixed their respective seals hereto.

ELITE ELECTRICAL CONTRACTORS, LLC


By: Chipper D. Fitz
Its: Manager

"Company"


Chipper D. Fitz

Anthony R. Forgione

"Members"

2024 DEC -9 AM 9:47

FILED

Exhibit "A"
Articles of Incorporation for
ELITE ELECTRICAL CONTRACTORS, INC.

See Attached.

FILED

2024 DEC -9 AM 9:47

ALLAHASSIE, FL STATE

Exhibit "B"
Bylaws for
ELITE ELECTRICAL CONTRACTORS, INC.

See Attached.

FILED

2024 DEC -9 AM 9:47

CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FL