

P240000046892

(Requestor's Name)

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(Business Entity Name)

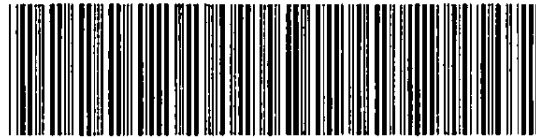
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TALLAHASSEE, FLORIDA

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To: Florida Division of Corporations

From: Merritt

Date: 7/17/2024

Trans#: 1478830

Entity Name: ~~J & D MECHANICAL, LLC~~

Articles Incorporation ()

Articles of Dissolution ()

Conversion (✓)

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Articles of Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger ()

Withdrawal / Cancellation ()

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STATE FEES PREPAID WITH CHECK# 4032 FOR \$113.75

PLEASE RETURN:

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ARTICLES OF CONVERSION

OF

J & D MECHANICAL, LLC
a Florida limited liability company

INTO

J & D MECHANICAL, INC.
a Florida corporation

These Articles of Conversion and attached Articles of Incorporation are submitted to convert the following Florida Limited Liability Company into a Florida Corporation in accordance with Section 607.11933 of the Florida Business Corporation Act and Section 607.0202 of the Florida Statutes.

1. The name of the converting entity immediately prior to the filing of these Articles of Conversion is J & D MECHANICAL, LLC.

2. The converting entity is a limited liability company first organized under the laws of the State of Florida on September 28, 2015, and was assigned Document Number L1500065211.

3. The name of the converted entity as set forth in the attached Articles of Incorporation is J & D MECHANICAL, INC. and shall be a corporation organized and formed under the laws of the State of Florida.

4. The conversion of the Converting Entity into the Resulting Entity in accordance with the Plan of Conversion is to become effective July 30, 2024.

5. The plan of conversion has been approved in accordance with the Florida Business Corporation Act, the Florida Revised Limited Liability Company Act and all other applicable statutes.

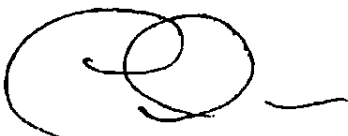
(SIGNATURES ON FOLLOWING PAGE)

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Signed on July 15, 2024.

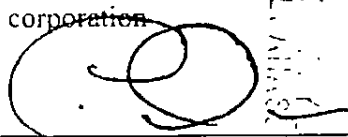
CONVERTING ENTITY

J & D MECHANICAL, LLC
a Florida limited liability company

By: 
FRED R. SCHUMAN, Manager

CONVERTED ENTITY

J & D MECHANICAL, INC.
a Florida corporation

By: 
FRED R. SCHUMAN, President

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JULIA E. HARRIS
TALLAHASSEE, FL

EXHIBIT A
ARTICLES OF INCORPORATION

See attached.

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CLERK OF SUPERIOR COURT

**ARTICLES OF INCORPORATION
OF
J & D MECHANICAL, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, with the intent and for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I
NAME, PRINCIPAL OFFICE & MAILING ADDRESS**

The name of this Corporation shall be: J & D MECHANICAL, INC. The initial principal business office and initial mailing address of this Corporation shall be: 5021 Lucke Road, Fort Myers, FL 33905.

**ARTICLE II
CORPORATE ACTIVITIES, PURPOSE & POWERS**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida. This Corporation shall have such authority and powers as may be necessary, proper, required, appropriate, incidental, advisable and/or convenient to perform and carry-out its activities and business and to accomplish its purpose.

**ARTICLE III
CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics of such capital stock for this Corporation are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000,000	\$0.00	Voting Common

The consideration for all of said capital stock shall be payable in cash, property (real or personal, tangible or intangible) in lieu of cash, or labor and services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE IV
PERPETUAL EXISTENCE**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation, and shall exist in perpetuity thereafter, unless sooner dissolved according to its Bylaws and/or applicable law

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FORT MYERS, FLORIDA

**ARTICLE V
REGISTERED OFFICE & REGISTERED AGENT**

The initial registered office of this Corporation is: Knott Ebelini Hart, 1625 Hendry Street, Suite 301, Fort Myers, FL 33901. The initial registered agent at that address is George W. Gift, Esq..

**ARTICLE VI
INITIAL DIRECTORS**

The Corporation shall, initially, have one (1) director. The name and address of the directors of the Corporation, who shall hold office for the first year or until their successors are duly appointed, selected, elected and qualified, shall be:

Fred R. Schuman	5021 Lockett Road Fort Myers, FL 33905
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**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator is: Fred R. Schuman, 5021 Lockett Road, Fort Myers, FL 33905.

**ARTICLE VIII
CONFLICTS WAIVED**

No contract, agreement, transaction or arrangement between this Corporation and any other person, and no act or decision of this Corporation, shall in any way be affected, nullified, limited or invalidated by the fact that any of the shareholders, directors or officers of this Corporation are pecuniarily or otherwise interested in, or are owners, directors or officers of, such other person. Any shareholder, director or officer individually, or any entity of which any shareholder, director or officer may be an owner, director or officer, may be a party to, or may be pecuniarily or otherwise interested in, any contract, agreement, transaction or arrangement of this Corporation.

**ARTICLE IX
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders of this Corporation shall not be subject to payment of the corporate debts, liabilities or obligations to any extent or for any reason.

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IN AND FOR THE STATE OF FLORIDA
FORT MYERS

**ARTICLE X
INDEMNIFICATION; INSURANCE**

This Corporation may indemnify, defend and insure its shareholders, directors and officers to the fullest extent permitted by applicable law.

**ARTICLE XI
WAIVER OF CERTAIN STATUTORY PROVISIONS**

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended, supplemented, restated or modified from time to time, which sections relate to affiliated transactions and control-share acquisitions.

**ARTICLE XII
DIRECTOR & OFFICER IMMUNITY**

To the maximum extent permitted by the Florida Business Corporation Act and/or other applicable law, or any subsequent provision of like tenor and import, the directors and officers of this Corporation shall not have personal liability to this Corporation or its shareholders for monetary damages for breach of fiduciary duty while serving as a director or officer of this Corporation. This provision shall limit and eliminate the liability of a director or officer of this Corporation to the maximum extent permitted, from time to time, by the Florida Business Corporation Act and/or other applicable law. Any repeal or modification of the foregoing protection (being permitted and provided by the shareholders of this Corporation) shall not adversely affect any right or protection of any director or officer of this Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and outside the State of Florida, under the laws of the State of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 15 day of July, 2024.



Fred R. Schuman, Incorporator

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:

First – That, the name of this Corporation is “J & D MECHANICAL, INC.”

Second – That, this Corporation desiring to organize under the laws of the State of Florida, has designated Knot Ebelini Hart, 1625 Hendry Street, Suite 301, Fort Mers, FL 33901, as the initial registered address and place of business for the service of process within this state.

Third – That, this Corporation has appointed George W. Gift, Esq., as its initial registered agent for the service of process within this state.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity as registered agent, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated as of this 15th of July, 2024.

DocuSigned by:
George Gift
3B130D7203C04B0
George W. Gift, Esq., Registered Agent

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STATE OF FLORIDA