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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

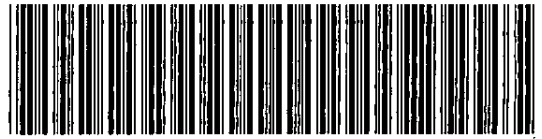
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MacKay Enterprises, Inc.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Robert D. Wilson
(Contact Person)

Wilson & Williams, P.A.
(Firm/Company)

954 E. Silver Springs Boulevard
(Address)

Ocala, Florida 34470
(City, State and Zip Code)

For further information concerning this matter, please call:

Robert D. Wilson at (352) 629-9747
(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 and Certificate of Status \$113.75 Filing Fees and Certified Copy \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

MacKay Enterprises, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, 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 August 27, 2007 (deemed effective May 16, 1996) See document
(Enter date "Other Business Entity" was first organized, formed or incorporated)

number: L07000087780.

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

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

MacKay Enterprises, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: (date of filing)
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 29th day of October November, 2007.

Signature: George M. Drake
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: George M. Drake Title: President

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

OF

MACKAY ENTERPRISES, INC.

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ARTICLE I

1.01 Name and Address. The name and address of the corporation is **MACKAY ENTERPRISES, INC.**, whose principal address is: **1093 E. Withlacoochee Trail, Dunnellon, Florida 34434**; and whose mailing address is: **P.O. Box 790, Dunnellon, Florida 34430**.

ARTICLE II

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III

3.01 Powers. The corporation is organized for the purposes of transacting any and all useful business.

3.02 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE IV

4.01 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the corporation shall have authority to issue is 100 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase,

or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE VI

6.01 Bylaws. The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interest party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

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6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the bylaws.

6.05 Amendment of Articles of Incorporation. The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the bylaws.

ARTICLE VII

7.01 Organizing Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is **GEORGE M. DRAKE, 1093 E. Withlacochee Trail, Dunnellon, Florida 34434.**

ARTICLE VIII

8.01 Registered Agent and Registered Office. The name of the initial Registered Agent of the corporation is **GEORGE M. DRAKE, 1093 E. Withlacochee Trail, Dunnellon, Florida 34434.** The address of the Corporation is **1093 E. Withlacochee Trail, Dunnellon, Florida 34434.**

ARTICLE IX

9.01 Incorporator. The name and address of the person signing these Articles is **GEORGE M. DRAKE, 1093 E. Withlacochee Trail, Dunnellon, Florida 34434.**

ARTICLE X

10.01 Subchapter "S" Corporation. The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 26 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 29th day
November
of October, 2007.

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George M Drake
GEORGE M. DRAKE

STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me this 20th day of November, 2007, by GEORGE M. DRAKE, who is (a) personally known to me or (b) produced a driver's license as identification.

Notary stamp or seal

Andrea M. Muratore
Notary Public



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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

GEORGE M. DRAKE, whose address is **1093 E. Withlacoochee Trail, Dunnellon, Florida 34434**, the initial registered agent named in the Articles of Incorporation to accept service of process for **MACKAY ENTERPRISES, INC.**, corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

November 4th
Dated ~~October 29~~, 2007.


GEORGE M. DRAKE

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