

N17000002453

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

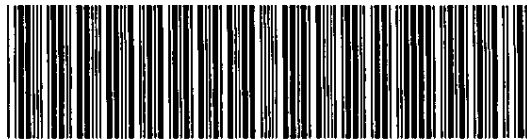
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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*W17-15638*

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17 MAR - 7 PM 2:51  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

T. BURCH  
MAR 8 2017

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** MUCE EDUCATES  
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:

ASHLEE THOMAS  
Contact Person

MIAWEBFEST, LLC  
Firm/Company

9925 NW 25 AVENUE  
Address

MIAMI, FL 33147  
City, State and Zip Code

ashlee@muce305.org  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ashlee K Thomas at ( 305 ) 890-2121  
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:**  
New Filings Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filings Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

# MUCE EDUCATES

Re: MIAWEBFEST, LLC conversion to MUCE EDUCATES (non-profit)

I, Ashlee Thomas, inquired on converting my LLC to a non-profit. We have already registered with the IRS and received tax exemption status for MUCE EDUCATES with EIN number: 81-3891807. This number is associated with MIAWEBFEST, LLC (L15000213102). We have provided the requested documentation to change the status of the LLC to a non-profit to match our IRS records (please see attached) In order to expedite the process, we have included a paid return label to our address.

We were instructed by your staff member, Nadira, to print out Corporations conversions and then to add the articles of incorporation (from non-profit section) together – as there is no official form to convert LLC directly to non-profit.

We have enclosed the cover letter for corporate conversation with filing fees. If there is any discrepancy, you can contact me at 305-890-2121 or by email at: [ashlee@muce305.org](mailto:ashlee@muce305.org).

Sincerely,

Ashlee Thomas



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 22, 2017

ASHKEE THOMAS  
9925 NW 25 AVE  
MIAMI, FL 33147

*Changes updated  
Per request of stated  
letter - Ashlee Thomas*

SUBJECT: MUCE EDUCATES  
Ref. Number: W17000015638

We have received your document for MUCE EDUCATES and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tim Burch  
Regulatory Specialist III

Letter Number: 217A00003475

RECEIVED  
17 MAR -7 AM 9:38  
DIVISION OF CORPORATIONS  
REGULATORY SERVICES

**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. 617.1115, Florida Statutes.

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

MIAWEBFEST, 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,  
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 12/28/2015

Enter date "Other Business Entity" was first organized, formed or incorporated

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

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

MUCE EDUCATES CORP.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

(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.)

**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 15 day of FEBRUARY, 2017

**Required Signature for Florida Profit Corporation:**

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

Printed Name: ASHLEE THOMAS Title: OFFICER

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: Ashlee Thomas

Printed Name: ASHLEE THOMAS Title: AUTHORIZED REP/ OWNER

Signature: \_\_\_\_\_

Printed Name: BARTHELEMY MERVIL Title: OWNER

Signature: BA Mervil

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**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:**

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**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: MUCE EDUCATES CORP.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:  
9925 NW 25 AVENUE  
MIAMI, FL 33147

Mailing address, if different is:

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: to train visual artist in urban areas to compete in the global market,  
to provide educational workshops and opportunities for the emerging labor force in arts and culture. MUCE EDUCATES also  
provides educational courses to young and emerging investors on how to purchase and invest in art . The organization provides  
experiential learning opportunities and enrichment to individuals interested in communal art activations that enhance social  
interaction and cross cultural exchange. MUCE EDUCATES nurtures talent in distressed neighborhoods to create new employment  
opportunities and uses arts education to reduce cyclical poverty.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: 2/3 vote

Nomination by any member is allowed. Self nomination is allowed. Must be approved by 2/3 vote

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Katrina Munajj, Chair Name and Title: Ashlee Thomas, Authorized Rep/MBR  
Address: 9925 NW 25 Avenue, Miami, FL 33147 Address: 9925 NW 25 Avenue, Miami FL 33147

Name and Title: Barthelemy Mervil, Member Name and Title: Jose Bordes, Member  
Address: 521 NE 175th Terrace Address: 8321 SW 26th Street, Miramar, FL  
Miami, FL 33162 33025

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

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: Ashlee K. Thomas  
Address: 9925 NW 25 Avenue  
Miami, FL 33147

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TALLAHASSEE, FLORIDA

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Ashlee K. Thomas  
Address: 9925 NW 25 Avenue  
\_\_\_\_\_

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**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.

*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*

*Ashlee Thomas*  
Required Signature of Registered Agent

2.15.17  
Date

*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.*

*Ashlee Thomas*  
Required Signature of Incorporator

2.15.17  
Date