

F06000003455

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

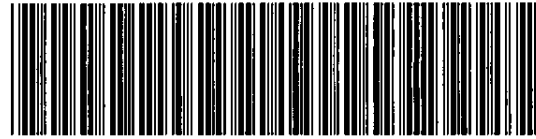
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

changing from
stock to non stock
OQB 10/25

Office Use Only



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10/25/06--01006--003 **35.00

FILED

06 OCT 25 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
OQB 10/25

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: FIVE STAR COMMITMENT, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

RICHARD KELLER

(Name of Person)

FIVE STAR COMMITMENT, INC.

(Firm/Company)

7 CLOVER AVENUE

(Address)

BALTIMORE, MARYLAND 21220

(City/State and Zip code)

For further information concerning this matter, please call:

RICHARD KELLER

(Name of Person)

at (410) 574-9606

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

STADACY



FIVE STAR COMMITMENT, INC.
"PROMOTING HIGHWAY SAFETY"

October 20, 2006

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

Attention: Karen Gibson

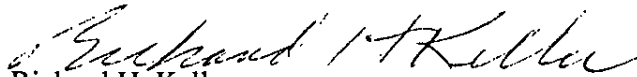
Dear Ms. Gibson:

Pursuant to your very helpful instructions I enclose the completed form "Amended Application By Foreign Corporation For Authorization To Transact Business In Florida" along with our check No. 1080 for \$35.00. I also enclose the Cover Letter, North Carolina Certificate of Approval for Articles of Amendment, copy of Articles of Amendment converting from stock to non-stock, Resolution of Board of Directors and State of Florida's certificate of acceptance of our qualification in May, 2006.

We can't thank you and your office enough for your help in resolving our request to notify the great State of Florida of our conversion from a stock to a non-stock corporation.

The undersigned was supervisor of the Corporation Division for the State of Maryland from 1963 to 1978, and left government service to practice law, and had experienced situations on occasions like your office did with ours. We are pleased with the resolution and I am personally grateful that I had the opportunity to communicate with government employee(s) who were not only helpful but knowledgeable. It is overwhelming to know that you extended your help not only to get the right resolution but to call our office back with said resolution. How refreshing!

Very truly yours,


Richard H. Keller
Director Corporate Affairs

RHK/tjMc
CC: Jeb Bush, Governor



**FIVE STAR COMMITMENT, INC.
"PROMOTING HIGHWAY SAFETY"**

October 20, 2006

Office of the Governor,
Jeb Bush, Governor of the Great State of Florida
Plaza Level
The Capitol
Tallahassee, Florida, 32399

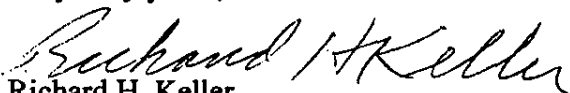
Dear Governor Bush:

We applaud you, the great State of Florida and the Corporation Division for their extraordinary assistance in helping our company to file the necessary papers to bring us in compliance with Florida Statute as a non-stock non-profit corporation. Our company was recently certified as a tax exempt organization under 501 (c) (3) of the Internal Revenue Code. We promote highway safety especially among teenagers and young adults to change their driving habits and behavior preventing deaths and injuries. We take our concept into high schools and organizations in pursuit of saving lives. Our concept was recognized as a "potential life saving concept" as quoted by Darrell Jernigan, Director, State of North Carolina, Department of Transportation, The Governors Highway Safety Program.

Enclosed is our Purpose-Mission-Concept-Vision statement and Reflective Shield along with our static cling cellophane Five Star Commitments.

We cannot thank you and your Department enough for helping us. Highway safety is so important and it was very important for our organization to come into compliance as quickly as possible.

Very truly yours,


Richard H. Keller
Director, Corporate Affairs

RHK/tjMc

CC: Division of Corporations

Encl: Reflective Shield, Static Cling Five Star Commitments

AMENDED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. FIVE STAR COMMITMENT, INC.(ORIGINAL DOCUMENT #F06000003455)

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **NORTH CAROLINA** 3. **43-2065205**
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. **SEPTEMBER 14, 2004** 5. **PERPETUAL**
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. **MAY 12, 2006**
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **2328 HOLLY LANES, ORANGE PARK, FLORIDA 32073**
(Principal office address)

2328 HOLLY LANES, ORANGE PARK, FLORIDA 32073
(Current mailing address)

8. **HIGHWAY SAFETY EDUCATIONAL**
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: **EGBERT F. WILLIAMS**

Office Address: **2328 HOLLY LANES**

ORANGE PARK, Florida **32073**
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

AS ORIGINALLY FILED

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
06 OCT 25 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ALL DIRECTORS SAME AS ORIGINALLY FILED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ALL OFFICERS SAME AS ORIGINALLY FILED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert D. Williams
(Signature of Director or Officer listed in number 12 of the application)

14. ROBERT D. WILLIAMS, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

FIVE STAR COMMITMENT, INC.

the original of which was filed in this office on the 9th day of June, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of October, 2006.

Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF AMENDMENT
BUSINESS CORPORATION
(Conversion to Non-profit Corporation)

SOSID: 0743356
Date Filed: 6/6/2006 4:07:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C200615000903

Pursuant to §55-10-06 and § 55A-2-02 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation to convert the corporation from a business corporation incorporated pursuant to Chapter 55 of the General Statutes of North Carolina to a non-profit corporation incorporated pursuant to Chapter 55A of the General Statutes of North Carolina.

1. The name of the corporation is: Five Star Commitment, Inc.
2. The text of each amendment adopted is as follows (State below or attach):
 - A. (Insert text converting the business corporation to a non-profit corporation here. Attach additional sheets if necessary, but do not attach a new copy of the articles of incorporation.)
The primary purpose: to promote highway safety for teenagers and young adults in high schools and other schools of higher learning, youth groups, civic groups and organizations involved in highway safety.
 - B. ☒ (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
 - C. (Check either a or b below.)
 - a. ☐ The corporation will have members.
 - b. ☒ The corporation will not have members.
 - D. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.
 - E. Any other provisions which the corporation elects to include are attached.
 - F. The street address and county of the principal office of the corporation is:
Number and Street 203 Flamingo Drive
City, State, Zip Code CLAYTON, NC 27520 County Johnston
 - G. The mailing address if different from the street address of the principal office is:

ARTICLES OF AMENDMENT

Page 2

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

4. The date of adoption of each amendment was as follows: MARCH 1, 2006

5. (Check either a, b, c, or d, whichever is applicable)

a. The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.

b. X The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.

c. The amendment(s) was (were) duly adopted by the board of directors without shareholder action as shareholder action was not required because *(set forth a brief explanation of why shareholder action was not required)* _____

d. The amendment(s) was (were) approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.

6. These articles will be effective upon filing, unless a delayed time and date is specified: _____

This the 23 day of May, 2006

Five STAR Commitment, Inc.
Name of Corporation

Curtis E. Williams
Signature

CURTIS E. WILLIAMS, President
Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document must be filed with the Secretary of State.
(Revised January 2000)

(Form B-13)

Purpose of Corporation

This corporation is organized for the following purpose(s) (*check as applicable*):

☐ religious,

☐ charitable,

☒ educational,

☐ testing for public safety,

☐ scientific,

☐ literary,

☐ fostering national or international amateur sports competition, and/or

☐ prevention of cruelty to children or animals,

including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (herein the "Code") (or the corresponding provisions of any future United States Internal Revenue Code).

Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Distributions Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

RESOLUTION OF BOARD OF DIRECTORS
OF
FIVE STAR COMMITMENT, INC.

The undersigned Board of Directors, and Officers having met on March 1, 2006, for the purpose of adopting a resolution to convert the corporation from a stock corporation to a non-stock-non-profit corporation pursuant to the Internal Revenue Code Section 501(c)(3) and 170(c)(2). The primary purpose of the corporation is to promote highway safety especially to educate teenagers and young adults concerning driving habits and behavior on our highways and roadways for licensed and non licensed drivers as well as pedestrians; and therefore it is:

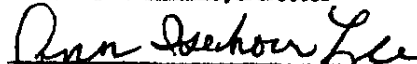
RESOLVED, that Articles of Amendment be filed converting the corporation from a stock corporation to a non-stock non-profit corporation pursuant to the Internal Revenue Code Section 501(c)(3) and 170(c)(2), and it is further ;

RESOLVED, That the primary purpose of the corporation is to promote highway safety especially to educate teenagers and young adults concerning driving habits and behavior on our highways and roadways for licensed and non-licensed drivers as well as pedestrians.

There being no further business the meeting was concluded.

Date: March 1, 2006


Curtis E. Williams, Director


Ann Isenhour Lee Director


Vincent N. Spruill, Sr., Director


Curtis E. Williams, President


Ann Isenhour Lee, Secretary