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12-19-24

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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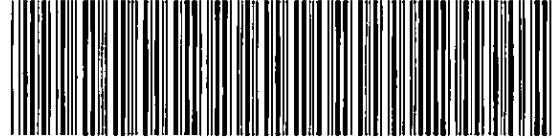
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2024 DEC 17 PM 3:10
STATE
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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MTI Corporation

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:

Robert A. Snyder, Jr.

Contact Person

Thomas & Libowitz, P.A.

Firm/Company

25 South Charles Street, Suite 2015

Address

Baltimore, Maryland 21201

City, State and Zip Code

RSNYDER@TANDLLAW.COM

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

For further information concerning this matter, please call:

Robert A. Snyder, Jr. at (410) 935-6190

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

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

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:

MTI Corporation

Enter Name of the Converting Entity

2. The converting entity is a corporation

(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 Maryland

(Enter state, or if a non-U.S. entity, the name of the country)

on December 14, 1962

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:

MTI Corporation

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: December 31, 2024

(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.)

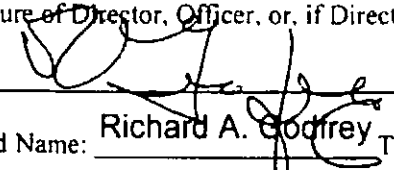
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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OFFICE

Signed this 9th 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:

✓ 
Printed Name: Richard A. Godfrey Title: President, Chairman and Chief Executive Officer

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

Signature: _____

Printed Name: _____ Title: _____

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)

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

**ARTICLES OF INCORPORATION
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

ARTICLE I NAME

The name of the corporation shall be: MTI Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Principal street address

Mailing address, if different is:

1495 Alesio Street

The Villages, Florida 32163

1495 Alesio Street

The Villages, Florida 32163

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any lawful purpose permitted under the Florida Business Corporation Act.

ARTICLE IV SHARES

The number of shares of stock is: (See attachment)

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: Richard A. Godfrey

Address: Director, President, Chairman
and Chief Executive Officer

Name and Title: _____

Address: 1495 Alesio Street
The Villages, Florida 32163

Name and Title: Kenneth M. Ricks, Director and Vice President

Address: P.O. Box 11632
Murfreesboro, Tennessee 37129

Name and Title: Sandra L. Godfrey

Address: Director, Secretary and
Treasurer

Name and Title: _____

Address: 1495 Alesio Street
The Villages, Florida 32163

Name and Title: Adrian Lee Grantham, Director and Vice President

Address: 129 Peppermint Drive
Port Deposit, Maryland 21904

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CLERK OF DISTRICT COURT
FLORIDA

ATTACHMENT TO ARTICLES OF INCORPORATION
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

MTI Corporation

ARTICLE IV SHARES:

The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares, consisting of One Thousand (1,000) shares of Class A common stock, \$20.00 par value per share, and Four Thousand (4,000) shares of Class B common stock, \$20.00 par value per share. The aggregate par value of all authorized shares having a par value is One Hundred Thousand Dollars (\$100,000.00).

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitation as to dividends and qualifications of each class:

The Board of Directors of the Corporation shall have discretion to declare dividends upon the Class A and Class B common stock at such times and in such amounts as the Board of Directors may deem advisable, and for this purpose, Class A common stock and Class B common stock shall be considered as a single class, and the holders thereof shall be entitled to participate ratably, share for share, and without preference of either class over the other, in all dividends so declared.

Upon any liquidation, dissolution or winding-up of the Corporation, the holders of Class A common stock and Class B common stock shall be entitled to share ratably, share for share, in the assets of the Corporation.

All rights to vote and all voting power incident to the Corporation's stock shall be vested exclusively in the holders of the Class A common stock, and the holders of the Class B common stock shall have no right to vote at any meeting of stockholders and shall not be entitled to notice of any such meeting except as may be specifically required by law.

Notwithstanding any provision of law permitting or requiring any action to be taken or authorized by the affirmative vote of the holders of a less number of votes, such action shall be effective and valid only if taken or authorized by the affirmative vote of stockholders holding two-thirds (2/3) of all the votes entitled to be cast thereon.

ARTICLE VI REGISTERED AGENT

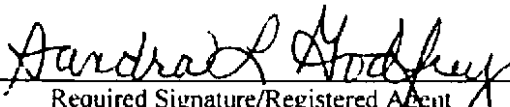
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Sandra L. Godfrey

Address: 1495 Alesio Street

The Villages, Florida 32163

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


Required Signature/Registered Agent

12/9/2024
Date

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CLERK OF STATE
TALLAHASSEE, FL