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(Requestor's Name)

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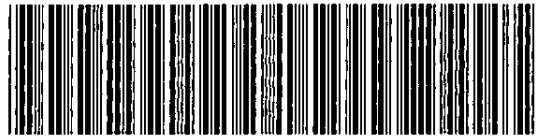
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/23/09--01006--020 **78.75

Effective Date

10-01-09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight SEP 24 2009

RALPH E. WAKEFIELD
255 SPRINGS AVENUE
MIAMI SPRINGS, FL 33166
305-884-6804
786-436-2050

September 21, 2009

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

Re: Pelican Playhouse LLC to
Pelican Playhouse Inc.

To Whom It May Concern:

Enclosed please find the following documents for your further handling:

1. Articles of Dissolution for Pelican Playhouse LLC;
2. Consent to Dissolution of Pelican Playhouse LLC; and
3. Affidavit in Support of Voluntary Dissolution of Pelican Playhouse LLC.

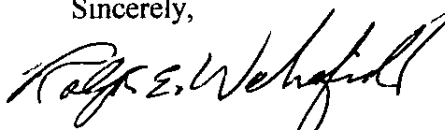
I have enclosed my check made payable to the Florida Department of State in the amount of \$25.00 which represents the fee for filing the Articles of Dissolution.

Also, enclosed are Articles of Incorporation for Pelican Playhouse Inc. As you can see by the enclosed, I am dissolving my LLC in order to re-use the name as a nonprofit corporation. I have requested an effective date of October 1, 2009.

Also enclosed is my check payable to the Florida Department of State in the amount of \$78.75 which represents payment of the filing fee, the designation of registered agent fee, and the fee for a certified copy for filing the Articles of Incorporation.

Please call me if you have any questions. Thank you.

Sincerely,



Ralph E. Wakefield

Enclosures

**AFFIDAVIT IN SUPPORT OF VOLUNTARY DISSOLUTION OF
PELICAN PLAYHOUSE LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, as sole member of the PELICAN PLAYHOUSE LLC, certifies as follows:

1. PELICAN PLAYHOUSE LLC is a Florida limited liability company (the "LLC"). The Articles of Organization were electronically filed on April 26, 2006, and assigned document number L06000043581.
2. As the sole member of the LLC, I have no intention of revoking the voluntary dissolution.
3. I release the name "PELICAN PLAYHOUSE" to be used again.

Signed this 15th day of September, 2009.

FURTHER AFFIANT SAITH NOT.

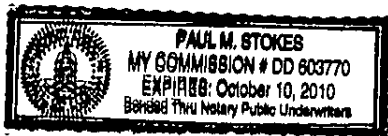
Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

PELICAN PLAYHOUSE LLC,
a Florida limited liability company,

By: *Ralph E. Wakefield*
Ralph E. Wakefield, sole member

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was subscribed and sworn to before me on September 15, 2009, by Ralph E. Wakefield, who is personally known to me ✓ or who produced _____ as identification.



Sign

Paul M. Stokes
NOTARY PUBLIC, State of Florida

Print Name

PAUL M. STOKES

My Commission Expires: 10-10-2010

ARTICLES OF INCORPORATION
PELICAN PLAYHOUSE INC.
In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, acting as the incorporator of this not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles") of such corporation.

ARTICLE 1
NAME

Effective Date
10-01-09

The name of this corporation is Pelican Playhouse Inc. (the "Corporation").

ARTICLE 2
REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office of this nonprofit Corporation are:

Glenn W. Williams, Esq.
Law Office of Glenn W. Williams, P.A.
9780 East Indigo Street, Suite 201
Palmetto Bay, Florida 33157

ARTICLE 3
PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and to engage in any activity or business permitted under the laws of the United States and the State of Florida governing the activities of charitable or not-for-profit entities.

ARTICLE 4
BOARD OF DIRECTORS

The initial board of directors of this nonprofit corporation are listed below. Succeeding directors will be established by the bylaws.

Ralph E. Wakefield, 255 Springs Avenue, Miami Springs, FL 33166
Nancy Jones, 255 Springs Avenue, Miami Springs, FL 33166
Parnes Cartwright, 6770 Indian Creek Drive, Miami Beach, FL 33141
Tammy Chandler, 464 Oriole Avenue, Miami Springs, FL 33166
Susie Gauzens, 1151 Nightingale Avenue, Miami Springs, FL 33166
Sherrie Porter, 8950 SW 69 Court, #111, Pinecrest, FL 33156
Glenn W. Williams, 9780 East Indigo Street, Suite 201, Palmetto Bay, Florida 33157

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TALLAHASSEE, FLORIDA

ARTICLE 5
INCORPORATOR

The name and street address of the incorporator of the Corporation (the "Incorporator"), who is signing the Articles, is as follows: Ralph E. Wakefield, 255 Springs Avenue, Miami Springs, FL 33166.

ARTICLE 6
DURATION

The Corporation shall commence its existence on the effective date of October 1, 2009. The existence of the Corporation shall be perpetual, unless dissolved according to law.

ARTICLE 7
DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 8
EXEMPT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof. 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 provision of the Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

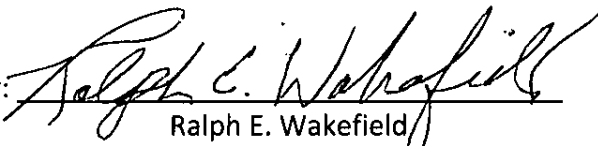
IN WITNESS WHEREOF, the Incorporator has made and subscribed to the Articles, in the City of Miami, County of Miami-Dade, State of Florida, for the aforementioned uses and purposes in connection with the Corporation, on this 15 day of September, 2009.

By: Ralph E. Wakefield
Ralph E. Wakefield
Incorporator

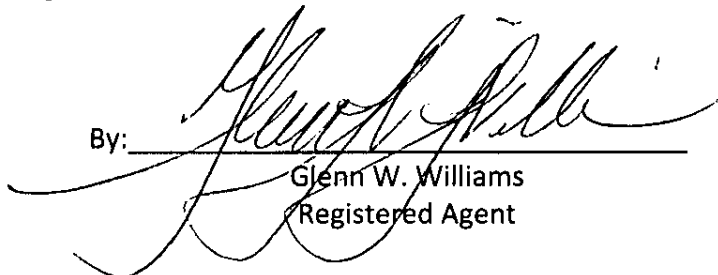
Articles of Inc.wpd

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
OF PELICAN PLAYHOUSE INC.**

Pursuant to Sections 48.091 and 617.0501 of the Florida Statutes (1995), Pelican Playhouse Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 9780 East Indigo Street, Suite 201, Palmetto Bay, Florida 33157, has named Glenn W. Williams, located thereat, as its registered agent and to accept service of process within the State of Florida.

By: 
Ralph E. Wakefield
Incorporator

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

By: 
Glenn W. Williams
Registered Agent

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