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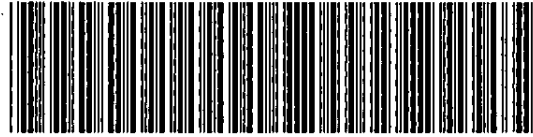
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 22, 2012

VIA U.S. MAIL

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

RE: Florida Federation of Colorguards Circuit, Inc. ("FFCC")

Dear Sir or Madam:

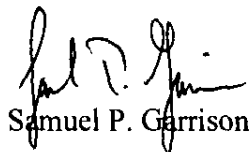
Our law firm represents the Florida Federation of Colorguards Circuit, Inc. ("FFCC") regarding their conversion to a corporation not for profit as authorized by Florida Statutes 617.1805 - 1807. Following a hearing on FFCC's Petition for Conversion filed in Clay County, Florida, the Hon. Don Lester has entered an Order Granting Petition for Conversion and Approval of Articles of Incorporation as required by s. 617.1807. The statute requires a copy of the Court's Order, the Amended Articles of Incorporation and the applicable filing fee to be forwarded to the Department of State. Our understanding is that upon receipt of these documents and confirmation that no outstanding taxes are due, the Department will file the Amended Articles and thenceforth the FFCC shall become a corporation not for profit under Florida law.

To that end, please find enclosed with this correspondence the following documents:

- 1) Order Granting Petition for Conversion and Approval of Articles of Incorporation dated February 21, 2012 by the Hon. Don Lester, Circuit Judge, 4th Judicial Circuit.
- 2) Amended and Restated Articles of Incorporation of Florida Federation of Colorguards Circuit, Inc.
- 3) A check in the amount of \$35.00 for filing fees as specified by Florida Statutes Section 617.0122.

Should the Department require any additional information in order to facilitate the conversion process please do not hesitate to let me know. Thank you in advance for your courtesy and assistance.

Kindest regards,



Samuel P. Garrison

/spg

cc: Client

IN THE CIRCUIT COURT OF THE FOURTH
JUDICIAL CIRCUIT, IN AND FOR CLAY
COUNTY, FLORIDA

CASE NO.: 10-2011-CA-1813

DIVISION: A

IN RE CONVERSION OF FLORIDA
FEDERATION OF COLORGUARDS
CIRCUIT, INC. TO A NOT FOR PROFIT
CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER GRANTING PETITION FOR CONVERSION AND
APPROVAL OF ARTICLES OF INCORPORATION

THIS CAUSE came on to be heard on the petition of Florida Federation of Colorguards Circuit, Inc ("Petitioner"). Having heard from Petitioner and being otherwise fully advised in the premises, it is therefore,

ORDERED AND ADJUDGED:

1. Petitioner's Petition for Conversion is hereby Granted.
2. The Court hereby Approves the proposed Amended and Restated Articles of Incorporation as authorized by Florida Statutes Section 617.1807 and Endorses said approval by the signing of this Order.
3. The Court's approval provides that all of the property of the petitioning corporation becomes the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation as required by Florida Statutes Section 617.1807.

DONE AND ORDERED at Green Cove Springs, Clay County, Florida, this 21st day of February, 2012.

ORDER ENTERED

FEB 21 2012

Hon. Don Lester
Circuit Judge - 4th Judicial Circuit
DON H. LESTER
CIRCUIT JUDGE

ARTICLES OF INCORPORATION
OF
FLORIDA FEDERATION OF COLORGUARDS CIRCUIT, INC.
(A Non-Profit Corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On October 28, 1992, Articles of Incorporation were filed with the Florida Department of State on behalf of the Florida Federation of Colorguards Circuit, Inc. These articles mistakenly incorporated the Florida Federation of Colorguards Circuit, Inc. as a corporation for profit. From the time of incorporation until the present, the Florida Federation of Colorguards Circuit, Inc. has operated in all respects as a not for profit corporation. The below Articles of Incorporation are submitted alongside a Petition for Conversion to the Circuit Court of the Fourth Judicial Circuit in order to convert the Florida Federation of Colorguards Circuit Inc., into a not for profit corporation pursuant to the requirements of Florida Statutes Sections 617.1805, 617.1806, and 617.1807.

The undersigned hereby associate themselves to form a corporation for charitable and educational purposes under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation:

Article 1. Name and Address: The name of the corporation is Florida Federation of Colorguards Circuit, Inc., located at 566 Bowie Boulevard, Orange Park, Florida 32073. The corporation's mailing address is P.O. Box 1863, Orange Park, Florida 32067.

Article 2. Purposes, Limitations and Dissolutions:

2.1 Purposes: The corporation is organized exclusively for charitable and educational purposes, including, for such purposes the making of distributions to and for the benefit of the Florida Federation of Colorguards Circuit, Inc., and other organizations that qualify as exempt organizations under Sections 501(c)(3) or (4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), and not for pecuniary profit. The specific purpose for which the corporation is formed is to promote and develop interest in the area of indoor colorguard and percussion, provide an educational learning environment for its members, and encourage good health, citizenship, and ethical character.

2.2 Limitations and Actions: 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 Section 2.1 of this Article. 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 any candidate for public office. Notwithstanding any other provision 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) or (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2.3 Dissolution: Upon the dissolution of the corporation, the Directors shall, after paying or making provisions 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 if it shall then be in existence and shall at the time be qualified as an exempt organization under Section 501(c)(3) or (4) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law), or if not, to such organization or organizations which are then so qualified as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for the purposes of the corporation or to such organization or organizations which are organized and operated exclusively for such purposes as the Court shall determine.

Article 3. Powers. Subject to the restrictions and limitations set forth in Article 2 the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the state of Florida, and to make donations for the public welfare and for charitable and educational purposes.

Article 4. Membership:

4.1 Qualifications: The members of the corporation shall be those persons who, from time to time, shall be members of the Board of Directors of the Corporation in accordance with the terms and provisions of Article 8 of the Articles of Incorporation. The original subscribers to these Articles of Incorporation shall be the initial members of the corporation. However, the Board of Directors by a majority vote at any meeting may confer lifetime honorary, voting or non-voting memberships to persons who, in the judgment of the Board, have demonstrated an extraordinary interest in the work of the Florida Federation of Colorguards Circuit, Inc. Members of the corporation shall be separate and distinct from organizational membership as defined in the bylaws.

4.2 Termination: The membership of any person shall be terminated at such time as that person shall cease to be a member of the Board of Directors of the Corporation.

Article 5. Term of Existence: This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

Article 6. Subscribers: The name and residence of each subscriber to these Articles of Incorporation are as follows:

Michael Higbe
1688 Gumtree Court
Orange Park, Florida 32073

Article 7. Officers:

7.1 Number: The officers of the corporation as follows: a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

7.2 Manner of Election: The officers of the corporation shall be elected annually by a majority vote of the Board of Directors in the month of May, or any other month approved by a majority vote of the Board of Directors, of even numbered years, and shall serve for two year terms, commencing immediately following their election. Officers may be removed at any time by a majority vote of the Board of Directors, with or without cause.

7.3 Names of First Officers: The names of the persons who are to serve as officers of the corporation initially and until their successors are duly elected or appointed are:

President	Michael Higbe
Vice President	Joseph Flynn
Secretary	George Gulliford
Treasurer	Jacqueline Price

Article 8. Board of Directors: The Affairs of the corporation shall be managed by a Board of Directors consisting of not less than three nor more than 11 persons. Election to the Board of Directors shall be governed by corporate bylaws. The initial Board of Directors shall be:

Erin Brown
9435 Myrtle Creek Lane, #313
Orlando, Florida 32832

Trevor Cox
5747 Crowntree Lane, #306
Orlando, Florida 32829

Joseph Flynn
198 S.W. Fantasy Glenn
Lake City, Florida 32024

George Gulliford
1808 W. Windy Way
St. Johns, Florida 32259

Michael Higbe
1688 Gumtree Court
Orange Park, Florida 32073

Christopher J. Koss
1516 Seagull Drive, #208
Palm Harbor, Florida 34685

Chris Palau
59 Alamanda Drive
Ormond Beach, Florida 32176

Jacqueline Price
566 Bowie Boulevard
Orange Park, Florida 32073

Thomas Slaughter
7548 Whisper Woods Court
New Port Richey, Florida 34655

James Taylor
1310 Evangeline Avenue
Orlando, Florida 32809

Shelba Waldron
5669 62 Way North
St. Petersburg, Florida 33709

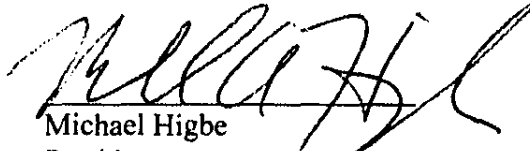
Article 9. Stocks and Dividends Prohibited. The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, officers or trustees, and the private property of its members shall not be liable for any obligation of the corporation.

Article 10. Bylaws: The Bylaws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors.

Article 11. Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by a majority vote of the Board of Directors.

Article 12. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1688 Gumtree Court, Orange Park, Florida 32073 and the name of its initial Registered Agent at that address is Michael Higbe


IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 8th day of December, 2011.


Michael Higbe
President

**STATE OF FLORIDA
COUNTY OF CLAY**

Before me personally appeared, Michael Higbe, to me personally known and known before me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 8th day of December, 2011.

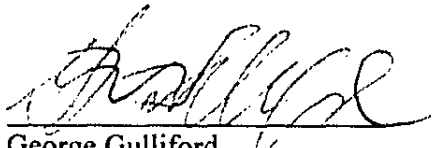

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

Identification:

Florida license
Personally Known _____



IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 8 day of December, 2011.


George Gulliford
Secretary

**STATE OF FLORIDA
COUNTY OF CLAY**

Before me personally appeared, George Gulliford to me personally known and known before me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 2nd day of December, 2011.

Kelly Huseilton
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



Identification

Florida license
Personally Known _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA