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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entry Name)

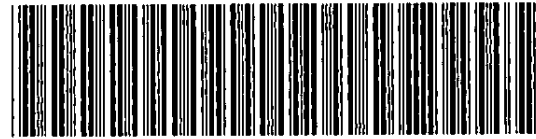
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only

TS 8/4/14  
per conversation with  
Mr. Dunlap convert LLC  
to nonprofit. TS 8/4/14



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08/05/14--01001--007 \*\*105.00

17 AUG -4 AM 9:03  
DIVISION OF REVENUE  
STATE OF NEW YORK

filed per instructions from  
carlos Ray, General Counsel,  
CW.

JOHN S. BALL*	JOHN F. FANNIN	JOHN E. LAWLOR, III*	MARY A. ROBISON*
HARRIS L. BONNETTE, JR.*	MICHAEL W. FISHER**	MICHAEL R. LEAS*	CLAY B. TOUSEY, JR.*
A. HAMILTON COOKE*	BEVERLY H. FURTICK*	RYAN M. LUDWICK	CLAY B. TOUSEY III
ANNE BUZBY-WALT*	ANN S. HIBBLE	ROBERT N. MILLER*	W. HAMILTON TRAYLOR
ROBERT A. DAWKINS*	MARVIN C. KLOEPEL*	KRISTA WALDRON RAY	SHANNON P. VALENTINE*



PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

**FISHER, TOUSEY, LEAS & BALL**  
 ATTORNEYS AT LAW
**FACSIMILE TRANSMITTAL**

DATE: July 11, 2014

NAME OF RECIPIENT: Tyrone Scott - Florida Department of State

FAX NUMBER: (850) 245-6805<sup>4</sup>

NAME OF SENDER: Jill C. McPherson, Paralegal  
(904) 356-2600

NUMBER OF PAGES: 7 (Including Cover Page)

CLIENT/SUBJECT: JBdF, LLC converting to JBdF, Inc., a Florida corporation not for profit

SPECIAL INSTRUCTIONS: Please see attached Order and proposed Articles and call me at (904) 325-2600 upon review.

**CONFIDENTIALITY NOTICE**

The pages accompanying this facsimile transmission cover sheet contain information from Fisher, Tousey, Leas & Ball, P.A., which may (a) be confidential or privileged, and/or (b) contain tax advice.

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IF THERE IS ANY PROBLEM WITH THE RECEIPT OF THIS TRANSMISSION,  
PLEASE CALL (904) 356-2600 AS SOON AS POSSIBLE

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7/11 AUG - 4 AM 9:03  
 DIVISION OF CORPORATE AFFAIRS

\* FLORIDA BAR BOARD CERTIFIED TAX LAW  
 \* FLORIDA BAR BOARD CERTIFIED  
 WILLS, TRUSTS & ESTATES LAW  
 ♦ FLORIDA BAR BOARD CERTIFIED REAL ESTATE LAW

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**FISHER, TOUSEY, LEAS & BALL**  
ATTORNEYS AT LAW

July 30, 2014

14 AUG -4 AM 9:03  
DIVISION OF CORPORATIONS

**VIA FEDERAL EXPRESS**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
Attn: Tyrone Scott

Re: Conversion of JBdF, LLC to JBdF, Inc. (a non profit corporation)

To Whom It May Concern:

On behalf of our client, JBdF, LLC, enclosed please find the following:

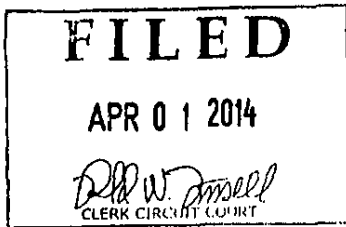
1. Filed Order Approving and Endorsing Conversion;
2. Fully executed Certificate of Conversion for "Other Business Entity" into Florida Profit Corporation [please note that we were instructed to use this form since "Certificate of Conversion for "Other Business Entity" into Florida **Non Profit** Corporation" does not exist];
3. Fully executed Articles of Incorporation of JBdF, Inc., a Florida non profit corporation; and
4. Check made payable to the Florida Department of State for \$105.00 which represents the required fee.

Please forward confirmation of the filing to my attention at the Jacksonville address listed below. If you have any additional questions, please contact me at (904) 356-2600 ext. 368.

Sincerely,

Jill C. McPherson, FRP  
Paralegal

Enclosures  
460077



IN THE CIRCUIT COURT, FOURTH  
JUDICIAL CIRCUIT, IN AND FOR  
DUVAL COUNTY, FLORIDA

16-2014-  
CASE NUMBER: CA-001736-XXXX

DIVISION: CV. C

IN RE: IN RE: JBdF, LLC, a Florida limited liability company;  
JBdF, Inc., a Florida corporation not for profit

16 AUG -4 AM 9:03  
DIVISION OF CLERK OF COURT

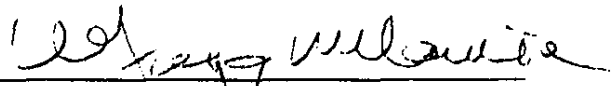
**ORDER APPROVING AND ENDORSING CONVERSION**

THIS MATTER came to be heard on the Petition to Convert to a Corporation Not for Profit of JBdF, LLC, a Florida limited liability company. It is

ORDERED AND ADJUDGED as follows:

1. The Petition is granted.
2. The Articles of Incorporation of JBdF, Inc., a Florida corporation not for profit, as attached hereto as Exhibit A, are hereby approved and endorsed by this Court, pursuant to Fla. Statutes §617.1807.
3. As further provided in Fla. Statutes §617.1807, in connection with the foregoing approval, all of the property of JBdF, LLC shall hereafter become the property of JBdF, Inc., subject to all indebtedness and liabilities of JBdF, LLC.

**DONE AND ORDERED** in Chambers in Jacksonville, Duval County, Florida, this  
1 day of April, 2014.

  
CIRCUIT JUDGE

Copy to:  
Clay B. Tousey III, Esq.  
Fisher, Tousey, Leas & Ball  
501 Riverside Avenue, Suite 600  
Jacksonville, FL 32202  
426438

**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. 607.1115, Florida Statutes.

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

**JBdF, LLC** → L130000086409

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 June 11, 2013

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

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:**

JBdF, Inc.

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.)

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DIVISION OF CORPORATE AFFAIRS  
FLORIDA DEPARTMENT OF STATE

Signed this 30th day of July, 2014.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Sherry P. Nagel

Printed Name: Sherry P. Nagel Title: President / Director

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

Signature: Mary K. Phillips  
Printed Name: Mary K. Phillips Title: Manager

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.

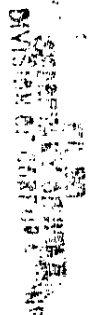
**All others:**

Signature of an authorized person.

**Fees:**

Certificate 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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**Articles of Incorporation  
of  
JBdF, Inc.**

**ARTICLE I**

The name of the corporation is **JBdF, Inc.** The principal street address and mailing address of the corporation is One Independent Drive, Suite 1400, Jacksonville, Florida 32202.

**ARTICLE II**

The period of the duration of the corporation is perpetual unless dissolved according to law. Corporate existence shall commence, upon the filing and acceptance of these articles in the office of the Secretary of State of Florida.

**ARTICLE III**

The purposes for which the corporation is organized are religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code; or (c) a corporation organized under Chapter 617, Florida Statutes or its successors.

Further: (i) the corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; (ii) the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (iii) the corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (iv) the corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and (v) the corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV**

The corporation shall have one member, and the membership shall be as set forth in the corporation's bylaws.

#### **ARTICLE V**

The government of the corporation and the management of its affairs shall be vested in the Board of Directors. To the extent not provided for in these Articles of Incorporation, the qualification, duties, term of office, and manner of election of the Board of Directors shall be fixed, determined, and subject to the bylaws of the corporation. The number of Directors constituting the initial Board of Directors of the corporation is three (3). The number of Directors shall not be less than three (3) nor more than seven (7). The members of the Board of Directors shall be elected to serve until their successors have been duly elected and qualified. The names of the persons who are to



## **ARTICLE XI**

The corporation shall be a corporation not for profit. No part of its assets or earnings shall incur to or be distributed for the benefit of any private shareholder or individual; provided however, that the preceding provision shall not prevent the corporation from paying reasonable and ordinary and necessary expenses of employees, officers and agents.

## **ARTICLE XII**

The street address of the initial registered office of the corporation is One Independent Drive, Suite 1400, Jacksonville, Florida 32202. The name of the initial registered agent at such address is Sherry P. Magill.

***REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.***

serve as the initial Directors of the corporation are Sherry P. Magill, Mary K. Phillips and Clay B. Tousey III.

#### **ARTICLE VI**

The corporation is organized under a non-stock basis, and no shares of capital stock shall be issued.

#### **ARTICLE VII**

In the event of dissolution of the corporation, after paying or adequately providing for the debts and obligation of the corporation, the residual assets of the corporation will be distributed to one or more nonprofit funds, foundations or corporations, which are organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which have established their tax-exempt status under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as amended, or the corresponding sections of any future federal tax code.

#### **ARTICLE VIII**

The name and address of the incorporator is Sherry P. Magill, One Independent Drive, Suite 1400, Jacksonville, Florida 32202.

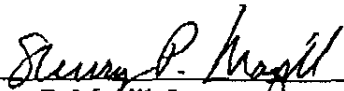
#### **ARTICLE IX**

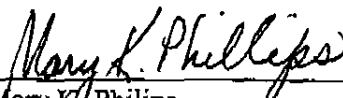
These Articles of Incorporation may be amended by the Board of Directors in the manner provided by law.

#### **ARTICLE X**

Initial bylaws of the corporation shall be adopted by the Board of Directors and shall be thereafter effective. Amendments to the bylaws shall be made in the manner provided in such bylaws.

IN WITNESS WHEREOF, the undersigned being the incorporator of the corporation has executed these Articles of Incorporation effective as of the filing hereof for the purpose of forming the corporation not for profit under the laws of the State of Florida.

  
Sherry P. Magill, Incorporator and Registered Agent  
Manager, JBdF, LLC

  
Mary K. Phillips  
Manager, JBdF, LLC

426491

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DIVISION OF REVENUE  
STATE OF FLORIDA