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[Handwritten scribble]

AUG 18 2015

T SCHROEDER

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: FRIENDS OF US MILITARY FAMILIES, INC.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

MELISSA

Contact Person

ISL

Firm/Company

Address

TALLAHASSEE, FL 32301

City, State and Zip Code

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

For further information concerning this matter, please call:

MELISSA

656-7956

at ()

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

STREET ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 2, 2015

ISL

SUBJECT: FRIENDS OF US MILITARY FAMILIES, INC.
Ref. Number: W15000044851

We have received your document for FRIENDS OF US MILITARY FAMILIES, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A LIMITED LIABILITY COMPANY CANNOT CONVERT TO A NON-PROFIT CORPORATION. YOU WOULD NEED TO DISSOLVE THE LIMITED LIABILITY COMPANY AND THEN FILE ARTICLES OF INCORPORATION FOR A NON-PROFIT CORPORATION.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Terri J Schroeder
Regulatory Specialist II

Letter Number: 115A00013838



Vitauts M. Gulbis

Akerman LLP
401 E. Jackson Street
Suite 1700
Tampa, FL 33602-5250
Tel: 813.223.7333
Fax: 813.223.2837

August 5, 2015

Ms. Lyn Shoffstall
Bureau Chief, Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Friends of Military Families, LLC; Conversion into Friends of US Military Families, Inc. (a nonprofit corporation)

Dear Ms. Shoffstall:

Following up from our telephone conference several weeks ago, I am forwarding to you a letter signed by the President of the Florida limited liability company which sought to convert into a nonprofit corporation. The letter confirms that the conversion was approved by all of the members of the LLC who would have any right to the LLC's earnings and profits or to its assets on dissolution. I am enclosing the original of that letter, together with a copy of the documents that our client wished to file to implement the conversion, and the July 2 letter from the Division returning the documents to be filed.

If you have any further questions or comments regarding this matter, please do not hesitate to call. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Vitauts M. Gulbis", is written over the typed name.

Vitauts M. Gulbis



FRIENDS OF MILITARY FAMILIES, LLC

July 1, 2015

Ms. Lyn Shoffstall
Bureau Chief
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Conversion of Friends of Military Families, LLC into Friends of US Military Families, Inc.

Dear Ms. Shoffstall:

Reference is made to our presentation for filing of Articles of Conversion to convert Friends of Military Families, LLC, a Florida limited liability company ("FOMF"), into a Florida nonprofit corporation, Friends of US Military Families, Inc. This letter is sent to you to supplement the information contained in the Articles of Conversion.

This is to confirm that the Plan of Conversion was approved by all of the members of FOMF who have any interest in its profits or losses and who would have any rights to distribution of its assets on dissolution and liquidation. A copy of the Plan of Conversion, as approved by the members in accordance with its Operating Agreement, shall be made available to any member upon request.

Sincerely,

A handwritten signature in black ink, appearing to read 'Adonis J. Harris', written over a horizontal line.

Adonis J. Harris
President
Friends of Military Families, LLC

ARTICLES OF CONVERSION
For
FRIENDS OF MILITARY FAMILIES, LLC
Into
FRIENDS OF US MILITARY FAMILIES, INC.

The Articles of Conversion and attached Articles of Organization are submitted to convert the following Florida Limited Liability Company into the Other Business Entity in accordance with Section 605.1045, *Florida Statutes*.

1. The name of the Florida limited liability company converting into the "Other Business Entity" is: **FRIENDS OF MILITARY FAMILIES, LLC**, Document No. L06000100317.
2. The name of the "Converted or Other Business Entity" is **FRIENDS OF US MILITARY FAMILIES, INC.**
3. The "Converted or Other Business Entity" is a nonprofit corporation organized under the laws of the State of Florida on July 1, 2015.
4. The plan of conversion has been approved by the converting Florida limited liability company in accordance with Chapter 605, *Florida Statutes*.
5. This conversion shall be effective in Florida on July 1, 2015.
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-615.1072, *Florida Statutes*.

Signed this 19 day of JUNE, 2015.

Friends of Military Families, LLC:

By: Grow Financial Federal Credit Union, its Member

By:


Robert Fisher, President & CEO

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ARTICLES OF INCORPORATION

of

FRIENDS OF US MILITARY FAMILIES, INC.

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

ARTICLE I Name and Address

The name of the Corporation is **Friends of US Military Families, Inc.** The street address of the initial principal office is **10150 Highland Manor Drive, Suite 200, Tampa, FL 33610.** The mailing address is **9927 Delaney Lake Drive, Tampa, FL 33619.** The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

ARTICLE II Purposes

The purposes for which the Corporation is formed are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Code") and the purposes of the Corporation are limited exclusively to the charitable, scientific and educational purposes set forth below. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable, scientific and educational purposes.

Additional purposes of this Corporation are to (i) to promote awareness of the needs of military personnel and their families; (ii) to assist governmental and private charitable organizations providing services to military personnel and their families; (iii) to assist military personnel and their families dealing with service-connected injuries or losses, relocation, and re-entry into civilian life; and (iv) to engage in such other lawful activities as are reasonably necessary or useful to the furtherance of the foregoing purposes.

ARTICLE III

Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

Members

The Board of Directors may admit persons who share the charitable objectives of the Corporation and who wish to participate in its mission as members of the Corporation. The designation of classes of members and the rights pertaining thereto shall be established under the Bylaws. Except as provided in the Bylaws or as required by law, Members shall not have voting rights.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Adonis Harris Tampa, FL 33610	10150 Highland Manor Drive, Suite 200 ,
Natalia Spratlen 33610	10150 Highland Manor Drive, Suite 200, Tampa, FL
Bill Cabeche 33610	10150 Highland Manor Drive, Suite 200, Tampa, FL
Lorraine Strickland Tampa, FL 33610	10150 Highland Manor Drive, Suite 200 ,

Chase Clelland
Tampa, FL 33610

10150 Highland Manor Drive, Suite 200 ,

ARTICLE VI
Officers

The officers of the Corporation shall be a President, 1st Vice President, 2nd Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually in accordance with the Bylaws. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Title</u>
Adonis Harris	President
Chase Clelland	1 st Vice President
Bill Cabeche	Secretary
Lorraine Strickland	Treasurer
Natalia Spratlen	2 nd Vice President

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ARTICLE VII
Incorporator

The name of the incorporator is Vitauts M. Gulbis. The street address of the incorporator is Akerman, LLP, 401 E. Jackson Street, Suite 1700, Tampa, FL 33602.

ARTICLE VIII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 9927 Delaney Lake Dr., Tampa, FL 33619 and the name of the initial registered agent at such address is Dierdre White.

ARTICLE IX
Bylaws

The Board of Directors of this Corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time. The Board of Directors may amend these Bylaws by the vote of two-thirds (2/3) of the directors

present in person or by electronic means as provided in the Bylaws at a meeting at which a quorum is present duly called for the purpose of amending Bylaws in accordance with the Bylaws after notice stating the purpose of the meeting. Notwithstanding the foregoing, if any provision of the Bylaws as adopted provides that a specific provision shall not be amended without a vote in favor of the amendment greater than two-thirds (2/3) of the Directors present, or provides for additional procedures, the specific procedures in the Bylaws shall control.

ARTICLE X

Amendments

Amendments to these Articles of Incorporation must be adopted by the vote of two-thirds (2/3) of the Directors present in person or through electronic means as provided in the Bylaws at meeting duly called for that purpose at which a quorum of the Directors is present in accordance with the Bylaws of the Corporation.

ARTICLE XI

Limitations on Actions

All of the assets and earnings of the Corporation shall be used primarily for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, directors, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II of these Articles consistent with the powers of the Corporation stated in Article III of these Articles. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or any organization, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, Directors or Officers.

Although the Corporation is not intended to be a private foundation, as defined in Section 509(a) of the Code, without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be determined to be a private foundation, it shall not:

- i. fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- ii. engage in any act of self-dealing as defined in Section 4941(d) of the Code;

- iii. retain any excess business holdings as defined in Section 4943(c) of the Code;
- iv. make any investment in such manner as to subject it to tax under Section 4944 of the Code; or
- v. make any taxable expenditures as defined in Section 4945(d) of the code.

ARTICLE XII

Indemnification

The Corporation shall indemnify the directors, officers and key employees of the Corporation from liability in accordance with the indemnity provisions of the Bylaws except as such elimination of liability and indemnification may be prohibited by law.

ARTICLE XIII

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or Director of this Corporation. 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 such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV

Term of Existence

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 30 th day of JUNE, 2015.



Vaituts M. Gulbis, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties and acknowledges that she is familiar with and accepts the obligations of his position as registered agent.

Date: 6-19-15

Dierdre K White
Dierdre White, Registered Agent

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