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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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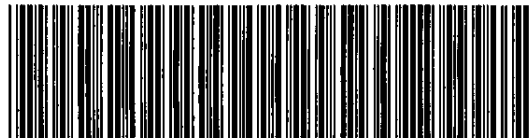
(Business Entity Name)

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16 JUN - 8 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



June 2, 2016

Florida Department of State
Division of Corporations
ATTN: Jessica A. Fason
P.O. Box 6327
Tallahassee, Florida 32314

Re: Reel Healing, Inc.
Ref. Number W16000038964

Ms. Fason:

Enclosed please find a copy of the letter received from you dated May 26, 2016, regarding the attempted conversion of REEL HEALING LIMITED LIABILITY COMPANY to REEL HEALING, INC. Per your letter, a conversion is not allowable in this instance by a merger would be. Therefore, enclosed please find the following documents related to this filing:

1. Articles of Merger for Florida Limited Liability Company
2. Copy of the Articles of Incorporation for Reel Healing, Inc. (the original of which was sent to you in the original filing)
3. Check made payable to Florida Department of State in the amount of Thirty-Five and No/100 Dollars (\$35.00), representing the additional fees in excess of the \$95.00 previously sent to the State.

I previously sent \$95.00 with the initial filing which my bank shows has been cashed by the State. That payment would cover the filing fee for the Articles of Incorporation (\$70.00) and the limited liability company's portion of the merger fee. The additional payment being made with this filing is for the corporation's portion of the merger fee.

Please return all correspondence concerning this matter to:

Rusty Spoor
Spoor Law, P.A.
111 2nd Avenue NE, Suite 1600
St. Petersburg, Florida 33701

Email address to be used for future annual report notification: reelhealing@gmail.com

For further information concerning this matter, please call the undersigned at (727) 822-4355.

Sincerely,

RECEIVED
16 JUN -8 AM 11:07
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



May 19, 2016

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

Re: Conversion of Florida Limited Liability Company into "Other Business Entity"

To Whom It May Concern:

Enclosed please find a Certificate of Conversion for Florida Limited Liability Company into "Converted or Other Business Entity" to convert Reel Healing Limited Liability Company from a Florida limited liability company to Reel Healing, Inc., a Florida corporation. The conversion should be effective as of May 23, 2016, and the Articles of Incorporation shall be effective on the same date.

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$95.00 for the Certificate of Conversion (\$25.00) and the Articles of Incorporation (\$70.00).

Please return all correspondence concerning this matter to:

Rusty Spoor
Spoor Law, P.A.
111 2nd Avenue NE, Suite 1600
St. Petersburg, Florida 33701

Email address to be used for future annual report notification: reelhealing@gmail.com

For further information concerning this matter, please call the undersigned at (727) 822-4355.

Sincerely,

Rusty Spoor

ARTICLES OF INCORPORATION

OF

REEL HEALING, INC.

(A Corporation Not-For-Profit)

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

ARTICLE I

Name and Address

The name of the Corporation is **REEL HEALING, INC.** The principal office is located at **3698 10th St. NE, St. Petersburg, Florida 33705**. The mailing address is **PO Box 2812, Highlands, North Carolina 28741**. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

ARTICLE II

Nature of Business

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or 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 "Revenue Laws"). 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 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 Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV
Membership

The Corporation shall have no members and shall be governed by its Board of Directors as set forth in the Bylaws.

ARTICLE V
Term of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE VI
Officers

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting.

ARTICLE VII
Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually 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 persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
James W. Hollingsworth	PO Box 2812 Highlands, NC 28741
Tom Gordon	4501 South Ridgewood Ave. Edgewater, Florida 33701
Jennifer Feninman	477 Creek Landing St. Daniel Island, SC 29492
James W. Hollingsworth, Jr.	3698 10 th St. NE St. Petersburg, Florida 33704

ARTICLE VIII
Registered Office and Agent

The street address of the registered office of this Corporation is **111 2nd Avenue NE, Suite 1600, St. Petersburg, Florida 33701** and the name of the initial registered agent at such address is **Spoor Law, P.A.**

ARTICLE IX
Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE X
Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called 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 exclusively 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, trustees, 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 hereof. 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 Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) 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 Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE XII

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 Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas 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.

I, the undersigned, being the incorporator of this Corporation for the purpose of forming this nonprofit charitable Corporation under the laws of Florida have executed these articles of incorporation on May 13, 2016.

By: _____

James W. Hollingsworth, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SPOOR LAW, P.A.

Date: May 13, 2016

By: 
Rusty Spoor, President

ARTICLES OF INCORPORATION

OF

REEL HEALING, INC.

(A Corporation Not-For-Profit)

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ARTICLE III

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(iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

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I, the undersigned, being the incorporator of this Corporation for the purpose of forming this nonprofit charitable Corporation under the laws of Florida have executed these articles of incorporation on May 29, 2016.

By: 

James W. Hollingsworth, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SPOOR LAW, P.A.

Date: May 13, 2016

By: 
Rusty Spoor, President