

N17000002453

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

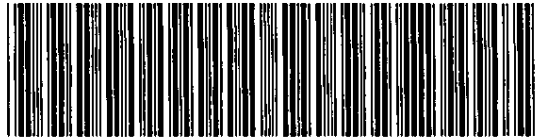
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700295530577

02/21/17--01012--027 **113.75

W17-15638

FILED

17 MAR - 7 PM 2:51

CLERK OF STATE
TALLAHASSEE, FLORIDA

T. BURCH
MAR 8 2017

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: MUCE EDUCATES

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:

ASHLEE THOMAS

Contact Person

MIAWEBFEST, LLC

Firm/Company

9925 NW 25 AVENUE

Address

MIAMI, FL 33147

City, State and Zip Code

ashlee@muce305.org

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

For further information concerning this matter, please call:

Ashlee K Thomas

at (305) 890-2121

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$105.00 Filing Fees | <input checked="" type="checkbox"/> \$113.75 Filing Fees and Certificate of Status | <input type="checkbox"/> \$113.75 Filing Fees and Certified Copy | <input type="checkbox"/> \$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

MUCE EDUCATES

Re: MIAWEBFEST, LLC conversion to MUCE EDUCATES (non-profit)

I, Ashlee Thomas, inquired on converting my LLC to a non-profit. We have already registered with the IRS and received tax exemption status for MUCE EDUCATES with EIN number: 81-3891807. This number is associated with MIAWEBFEST, LLC (L15000213102). We have provided the requested documentation to change the status of the LLC to a non-profit to match our IRS records (please see attached) In order to expedite the process, we have included a paid return label to our address.

We were instructed by your staff member, Nadira, to print out Corporations conversions and then to add the articles of incorporations (from non-profit section) together – as there is no official form to convert LLC directly to non-profit.

We have enclosed the cover letter for corporate conversation with filing fees. If there is any discrepancy, you can contact me at 305-890-2121 or by email at: ashlee@muce305.org.

Sincerely,

Ashlee Thomas



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 22, 2017

ASHKEE THOMAS
9925 NW 25 AVE
MIAMI, FL 33147

*Changes updated
per request of stated
letter - ashlee Thomas*

SUBJECT: MUCE EDUCATES
Ref. Number: W17000015638

We have received your document for MUCE EDUCATES and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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.

Tim Burch
Regulatory Specialist III

Letter Number: 217A00003475

RECEIVED
17 MAR -7 AM 9:38
DIVISION OF CORPORATIONS
REGISTRATION SERVICES

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. 617.1115, Florida Statutes.

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

MIAWEBFEST, LLC

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 12/28/2015

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**:

MUCE EDUCATES CORP.

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 15 day of FEBRUARY, 2017.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: Ashlee Thomas

Printed Name: ASHLEE THOMAS Title: OFFICER

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

Signature: Ashlee Thomas

Printed Name: ASHLEE THOMAS Title: AUTHORIZED REP/ OWNER

Signature: _____

Printed Name: BARTHELEMY MERVIL Title: OWNER

Signature: BA Mervil

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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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: MUCE EDUCATES CORP.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
9925 NW 25 AVENUE
MIAMI, FL 33147

Mailing address, if different is:

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TALLAHASSEE, FLORIDA

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to train visual artist in urban areas to compete in the global market,
to provide educational workshops and opportunities for the emerging labor force in arts and culture. MUCE EDUCATES also
provides educational courses to young and emerging investors on how to purchase and invest in art . The organization provides
experiential learning opportunities and enrichment to individuals interested in communal art activations that enhance social
interaction and cross cultural exchange. MUCE EDUCATES nurtures talent in distressed neighborhoods to create new employment
opportunities and uses arts education to reduce cyclical poverty.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: 2/3 vote

2/3 vote

Nomination by any member is allowed. Self nomination is allowed. Must be approved by

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Katrina Munaji, Chair

Address: 9925 NW 25 Avenue, Miami, FL 33147

Name and Title: Ashlee Thomas, Authorized Rep/MBR

Address: 9925 NW 25 Avenue, Miami FL 33147

Name and Title: Barthelemy Mervil, Member

Address: 521 NE 175th Terrace
Miami, FL 33162

Name and Title: Jose Bordes, Member

Address: 8321 SW 26th Street, Miramar, FL
33025

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Ashlee K. Thomas
Address: 9925 NW 25 Avenue
Miami, FL 33147

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Ashlee K. Thomas
Address: 9925 NW 25 Avenue

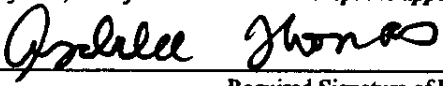
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

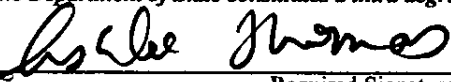
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature of Registered Agent

2.15.17
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature of Incorporator

2.15.17
Date