

N18000008424

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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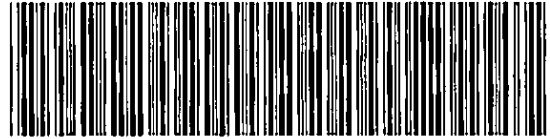
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

AUG 06 2018

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COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: OLD CITY DRUM CORPS, 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. ~~605.22~~ F.S.

Non-

677.

Please return all correspondence concerning this matter to:

Michael Scott Thomas

Contact Person

Old City Drum Corps, Inc.

Firm/Company

PO Box 840056,

Address

Saint Augustine, FL 32080

City, State and Zip Code

drumsgtmst@gmail.com

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

For further information concerning this matter, please call:

Michael Scott Thomas

at (904) 392-4707

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

Paid in full

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

Certificate of Conversion

For

"Other Business Entity" (LLC)

Into

Florida Corporation

Non-Profit

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Corporation** in accordance with s. 617, Florida Statutes.

Non-Profit

617.

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

Old City Drum Corps, LLC

418-123705

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 May 16, 2018

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:

Non-Profit

4. The name of the Florida Non-Profit Corporation as set forth in the **attached Articles of Incorporation**:

OLD CITY DRUM CORPS, INC.

Enter Name of Florida Corporation

Non-Profit

5. If not effective on the date of filing, enter the effective date: Date of filing

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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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Signed this 23rd day of July, 2018.

Non-Profit

Required Signature for Florida ~~Profit~~ Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature] 8-5-18

Printed Name: Michael S. Thomas Title: President/Chairman

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

Signature: [Signature]

Printed Name: Michael S Thomas Title: President/ Chairman

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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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S (Non-Profit)

OLD CITY DRUM CORPS, INC.

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

ARTICLE I: NAME: The name of the Corporation shall be **OLD CITY DRUM CORPS, INC.**

ARTICLE II: PRINCIPAL OFFICE: The place in this state where the principal office of the Corporation is to be located is **3 Surf Drive, Palm Coast, Florida 32137. MAILING ADDRESS: PO BOX 840056, St. Augustine, FL 32080**

ARTICLE III: PURPOSE: Said corporation is an ensemble of period-dressed, musicians whose sole purpose is to educate and encourage community unity through the performance of period-specific musical selections using an assortment of 16th-18th authentic replica musical instruments including, but not limited to, handcrafted, period-correct, rope-tension field drums and handcrafted, period-correct wooden fifes, in celebration of historical events in and around The City of St. Augustine.

ARTICLE IV: SHARES: NONE The initial class of Directors is appointed by the Incorporator of the corporation, and by majority vote of the Board of Directors thereafter.

ARTICLE V: INITIAL OFFICERS AND/OR DIRECTORS. The initial class of Directors is appointed by the Incorporator of the corporation, and by majority vote of the Board of Directors thereafter. The names (last name, first name) and addresses of the persons who are the initial trustees of the corporation are as follows:

Name: Thomas, Michael Scott, President/Chairman	Address: PO Box 840056 Saint Augustine Fl 32080
Name: Maffia, JoAnne, Director	Address: 161 Blanco St. Saint Augustine Fl. 32084
Name: Morin, Peter, Vice Chairman	Address: 5247 5th St. Saint Augustine Fl. 32080
Name: Marseglia, Matthew, Director	Address: 803 E 23 rd Ave. New Smyrna Beach Fl. 32169
Name: Marseglia, Stacey, Secretary/Treasurer	Address: 803 E 23 rd Ave. New Smyrna Beach, Fl. 32169
Name: Wanerka, Elayna, Director	Address: 45A Atlantic Oaks Cir. Saint Augustine Fl. 32080

ARTICLE VI: 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 Article Third hereof.

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 or in opposition to 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) of the Internal Revenue Code, or the corresponding section of any future federal tax

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code, or (b) by 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.

ARTICLE VII: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 VIII: Registered agent for said corporation, who understands and accepts the responsibilities of a Registered Agent herein, is as follows:

Name: Michael Scott Thomas Address: 3 Surf Dr. Palm Coast FL 32137

ARTICLE IX: Incorporator for said corporation is as follows:

Name: Michael Scott Thomas Address: 3 Surf Dr. Palm Coast FL 32137


Signature of Incorporator/Registered Agent

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