

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: BaseCamp305, Inc.

Name of Resulting FL Non-Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a FL Non-Profit Corporation in accordance with s. 605 and 617, Florida Statutes.

Please return all correspondence concerning this matter to:

Rose Wilson, Esquire

Contact Person

Buchanan, Ingersoll & Rooney, PC

Firm/Company

401 E. Jackson Street, Suite 2400

Address

Tampa, FL 33602-5236

City, State and Zip Code

rose.wilson@bipc.com

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

For further information concerning this matter, please call:

Rose Wilson

at (813) 222-1174

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

Certificate of Conversion

For

FL Limited Liability Company
Into

FL Non-Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following "Other Business Entity" into a FL Non-Profit Corporation in accordance with s. 605.1045 Florida Statutes.

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

Basecamp305, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Florida 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 April 9, 2019 / 11/13/18
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 FL Non-Profit Corporation as set forth in the **attached Articles of Incorporation**:

BaseCamp305, Inc.

Enter Name of FL Non-Profit Corporation

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

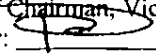
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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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12 SEP 11 AM 8:12
STATE OF FLORIDA
DEPARTMENT OF STATE

Signed this 23 day of August, 2019.

Required Signature for FL Non-Profit Corporation :

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

Printed Name: Rose Wilson Title: Incorporator

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

Signature: 

Printed Name: ROSE WILSON Title: Authorized Representative

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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19 SEP 11 AM 8:12
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BASECAMP305, INC.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles of Incorporation for the purpose of forming a not for profit corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be:

BaseCamp305, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

224 2nd Street
Miami Beach, Florida 33139

The mailing address of the Corporation shall be:

P. O. Box 191038
Miami Beach, Florida 33119

ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (herein referred to as the "Code"), or corresponding section of any future federal tax code.

The general nature of the business to be transacted by the Corporation is:

- (1) To operate as an educational organization which maintains a regular faculty and curriculum and has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on;

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(2) To provide for scholarships, loans, grants and other financial aid for such candidates as may be approved pursuant to qualification requirements established by the Board of Directors and approved by the Internal Revenue Service, in accordance with applicable limitations of the Internal Revenue Code of 1986, as amended from time to time (herein referred to as the "Code"); and

(3) In general, to carry out the purposes described in Paragraphs (1) and (2) hereof, to raise funds through contributions and membership fees and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida within the restrictions of §501(c)(3) of the Code, for the purposes of accomplishing the foregoing purposes of the Corporation.

ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of the Corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 III hereof.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit and (b) engage in any prohibited transactions as described in §503 of the Code, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of §504 of the Code.

ARTICLE V CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI
TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VIII
MEMBERSHIP

The members of the Corporation shall consist of such person or persons and organization or organizations as the Board of Directors may elect, by a majority vote, at any annual or special meeting of the Board of Directors. The Board of Directors shall consider the interest of such persons or organizations in determining eligibility of membership.

ARTICLE IX
SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Rose Wilson, Esq.	401 East Jackson Street, Suite 2400 Tampa, Florida 33602

ARTICLE X
DIRECTORS

(1) The affairs of the Corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) directors, who shall be elected in accordance with the By-Laws.

(2) The names and street addresses of the Directors until the first election of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
John Marshall	P. O. Box 191038 Miami Beach, Florida 33119
Diana DellaRatta	P. O. Box 191038 Miami Beach, Florida 33119
Jeffry Baum	P. O. Box 191038 Miami Beach, Florida 33119

ARTICLE XI
OFFICERS

(1) The affairs of the Corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The officers of the Corporation shall be appointed at the annual meeting of the Board of Directors of the Corporation.

(3) The names and street addresses of the officers of the Corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
John Marshall	President	P. O. Box 191038 Miami Beach, Florida 33119
Jeffry Baum	Vice President	P. O. Box 191038 Miami Beach, Florida 33119
John Marshall	Secretary	P. O. Box 191038 Miami Beach, Florida 33119
John Marshall	Treasurer	P. O. Box 191038 Miami Beach, Florida 33119

ARTICLE XII
BY-LAWS AND AMENDMENTS

(1) The By-Laws of the Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, BaseCamp305, Inc., desiring to organize under the laws of the State of Florida has designated its initial registered office as 1200 Pine Island Road, Plantation, Florida 33324, and has named C T Corporation System as its initial Registered Agent who is located at such address.

ARTICLE XIV
DISTRIBUTION UPON DISSOLUTION

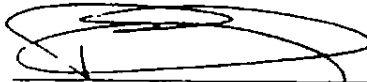
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE XV
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the Corporation is a private foundation as defined in §509(a) of the Code, the following provisions shall become operative:

- (1) The Corporation shall 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 §4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.
- (2) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.
- (3) The Corporation shall not retain any excess of business holdings as defined in §4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.
- (4) The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.
- (5) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

WITNESS MY HAND AND SEAL this 8th day of August, 2019.



Rose Wilson, Esq., Subscriber

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for BaseCamp305, Inc., at place designated in ARTICLE XIII of the Articles of Incorporation to which this Acknowledgment is attached, the undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as Registered Agent.

CT Corporation System, Registered Agent

By: Madonna Cuddihy
Name: Madonna Cuddihy
Title: Assistant Secretary

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19 SEP 11 AM 8:18
STATE OF CONNECTICUT
SOUTH BRITAIN