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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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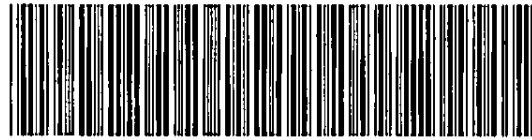
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SECTION 606  
DIVISION OF COURT DEPARTMENT  
19 JUL 26 PM 3:53  
TALLAHASSEE, FLORIDA

# ANSBACHER LAW

CONDOMINIUMS • HOMEOWNER ASSOCIATIONS  
REAL ESTATE • CONSTRUCTION • PERSONAL INJURY

3509 U.S. Highway 17  
Fleming Island, FL 32063  
904 385 3444

8818 Goodhys Executive Drive  
Suite 100  
Jacksonville, FL 32217  
904 737 4600

1301 Plantation Island Drive  
Suite 200A  
St. Augustine, FL 32080  
904 429 4833

389 Palm Coast Parkway SW, Suite 4  
Palm Coast, FL 32137  
386 524 4327  
by appointment only

July 24, 2019

Secretary of State  
Divisions of Corporations  
2661 Executive Center Circle  
Clifton Building  
Tallahassee FL 32301

VIA UPS 2<sup>nd</sup> Day  
Tracking Number: 1ZFF23890290675070

**RE: Conversion of Ansbacher Education, LLC  
to Ansbacher Education, Inc.  
Our File No. 5/120225**

Dear Sir/Madam:


Enclosed please find our check in the amount of \$155.00 for converting Ansbacher Education, LLC to Ansbacher Education, Inc., a Florida Not for Profit Corporation. We enclose the following documents for filing to accomplish the conversion:

1. Plan of Conversion, Articles of Conversion and Bylaws
2. Certificate of Conversion for a Florida Limited Liability Company into a "Converted or Other Business Entity"
3. Certificate of Conversion for "Other Business Entity" into a Florida Not for Profit Corporation.

If you have any questions regarding the enclosed documents, I can be reached at 904-737-4600 ext 119 or via email at [sunbiz@ansbacher.net](mailto:sunbiz@ansbacher.net).

Please stamp the duplicate copy of the above-described instruments and return to us in the enclosed self addressed envelope.

Sincerely, yours,

  
Sandra L. Morgan  
Legal Assistant

\slm  
Enclosures

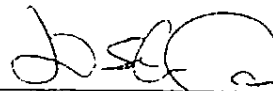
## CERTIFICATE OF CONVERSION

For  
"Other Business Entity"  
Into  
A Florida Not for Profit Corporation

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Not for Profit Corporation in accordance with Chapter 617, Florida Statutes.

1. The Name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is: ANSBACHER EDUCATION, LLC  
42-82357
2. The "Other Business Entity" is a: LIMITED LIABILITY CORPORATION first organized, formed or incorporated under the laws of the state of FLORIDA on JUNE 20, 2012.
3. The jurisdiction of the "Other Business Entity" is now and has always been the State of Florida.
4. The name of the Florida Not for Profit Corporation as set forth in the attached Articles of Incorporation will be: ANSBACHER EDUCATION, INC.
5. ANSBACHER EDUCATION, INC. will be effective as of July 1, 2019.

Signed this 16<sup>th</sup> day of September, 2019



Lisa A. Ansbacher, President for  
Ansbacher Education, Inc.

Signed this 16<sup>th</sup> day of September, 2019



Lisa A. Ansbacher, President & CEO for  
Ansbacher Education, LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF CONVERSION**  
**FOR**  
**ANSBACHER EDUCATION, INC.**  
**A Florida Not for Profit Corporation**

The undersigned convertor of a not-for-profit corporation (the "Corporation") under Chapter 617, Florida Statutes, adopts the following Articles of Conversion for such Corporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of the Corporation shall be: **Ansbacher Education, Inc.** ("Corporation").

**ARTICLE II**  
**CORPORATE OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation will be:

8818 Goodbys Executive Drive  
Jacksonville FL 32257

The mailing address for the Corporation will be:

c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

**ARTICLE III**  
**DURATION**

Existence of the Corporation shall commence as of July 1, 2019. The Corporation shall exist in perpetuity.

**ARTICLE IV**  
**PURPOSE THE CORPORATION**

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, and not for pecuniary profit.

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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 tax under §501(c)(3) of the Internal Revenue Code, as may be amended.

## **ARTICLE V**

### **POWERS AND RESTRICTIONS**

The powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes, but subject to the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interest. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

3. The Corporation shall not engage in propaganda, nor shall the Corporation attempt to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.

4. The Corporation shall not 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, all within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.

## **ARTICLE VI**

### **REGISTERED AGENT AND STREET ADDRESS OF REGISTERED OFFICE**

The Registered Agent and Registered Office of the Corporation are Ansbacher Law, 8818 Goodbys Executive Drive, Jacksonville, Florida 32217.

## **ARTICLE VII**

### **CONVERTOR**

The name and address of the convertor is:

**Zachary R. Roth**  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

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**ARTICLE VIII**  
**MEMBERSHIP**

Pursuant to §617.0601 Florida Statutes, the Corporation will have no members.

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

The directors of the Corporation shall be elected or appointed in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event shall the number of directors be fewer than three.

The initial directors of the Corporation and their addresses are:

**Lisa A. Ansbacher**  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

**Tina A. Bryan**  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

**Sybil Ansbacher**  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

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**ARTICLE X**  
**Meetings**

1. After conversion, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

2. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

STATE BAR OF TEXAS  
DIVISION OF CORPORATE AFFAIRS  
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FALLASSP@L.COM

**ARTICLE XI**  
**CORPORATE OFFICERS**

The officers of the Corporation shall be elected or appointed as provided in the bylaws.

**ARTICLE XII**  
**INDEMNITY AND HOLD HARMLESS**

The Corporation indemnifies and holds harmless each director and officer against all expenses, claims, losses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding to which such director or officer may be a party, or in which he or she may become involved, by reason of having served or serving as a director or officer of the Corporation. This indemnity shall apply to both current and former directors and officers. In the event of the death of any person having a right of indemnification under this provision, such right shall inure to the benefit of such person's heirs, executors, administrators, and personal representatives. A director or officer shall promptly notify the Corporation of any action, claim or loss which is covered by this indemnity and hold harmless agreement and cooperate with the Corporation in the defense of against any action or claim.

However, the indemnity and hold harmless agreement referenced in the preceding paragraph will not apply to a director or officer adjudged to be liable for willful malfeasance or misfeasance.

The foregoing right of indemnification shall be in addition to, and not in lieu of, any right of indemnity inuring to a present or former director or officer under statute or common law.

**ARTICLE XIII**  
**BYLAWS**

The bylaws of the Corporation shall be established by the initial directors of the Corporation by majority vote. Going forward, the bylaws shall be amended as provided in the bylaws.

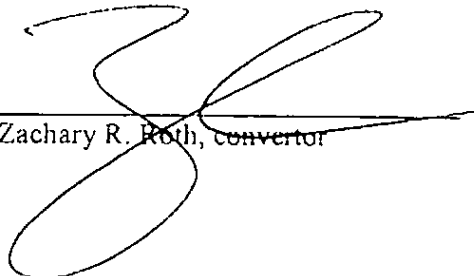
**ARTICLE XIV**  
**AMENDMENTS TO THE ARTICLES OF CONVERSION**

These Articles of Conversion may be amended upon the affirmative vote of not less than seventy five (75%) percent of directors serving at the time of the amendment. Procedures regarding amending these Articles of Conversion shall otherwise be as provided in the bylaws.

**ARTICLE XV**  
**DISSOLUTION**

Upon dissolution and upon payment or adequate discharge of all the Corporation's liabilities and obligations, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, or shall be distributed to a State or the Federal government for a public purpose.

**IN WITNESS WHEREOF**, the undersigned convertor of this Corporation has set his hand and seal this 1<sup>st</sup> day of July, 2019.

  
Zachary R. Roth, convertor

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**CERTIFICATE OF REGISTERED AGENT**

**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Ansbacher Education, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Conversion, in the City of Jacksonville, County of Duval, State of Florida, has named Ansbacher Law, P.A., a Florida professional corporation, 8818 Goodbys Executive Drive, Jacksonville, Florida 32217, as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
Zachary R. Roth

**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned is familiar with and accepts such appointment, and the obligations thereof, and agrees to act in this capacity, and to comply with the provisions of law relating to keeping said office open.

Ansbacher Law, P.A.,  
a Florida professional corporation

By: \_\_\_\_\_

Zachary R. Roth  
"Registered Agent"

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