

N/20000013390

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

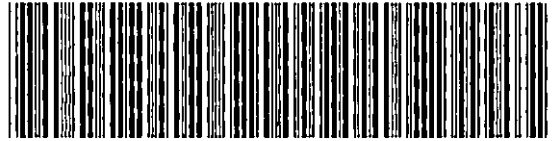
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

1/20/2025



600353752726

10/16/20--01017--006 **103.75

12/01/20--01034--011 **1.25

FILED
2020 DEC -1 PM 12:06
ALLAHSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 30, 2020

ELAIR INSTITUTE, INC.
120 EAST MARKS STREET, #250
ORLANDO, FL 32803

SUBJECT: ELAR INSTITUTE, LLC
Ref. Number: W20000125775

We have received your document for ELAR INSTITUTE, LLC and your check(s) totaling \$103.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete correct conversion application and balance due is \$1.25,

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of 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.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 620A00021685

FILED
2020 DEC - 1 PM 12:06
TALLAHASSEE, FL 32304

PROTÉGÉ NONPROFIT SOLUTIONS, INC.

127 West Fairbanks Avenue

#373

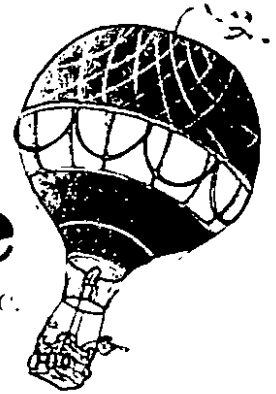
Winter Park, FL 32789

Hello@ProtegeNonprofitSolutions.com

P: (407) 434-9767

F: (407) 796-9296

Protégé
NONPROFIT SOLUTIONS, INC.



Tuesday, November 17, 2020

To: Florida Department of State
Division of Corporations, Registration Section
The Centre of Tallahassee
2415 North Monroe Street
Suite 810
Tallahassee, FL 32303

Attention: Matthew Moon
Supervisor
Bureau of Commercial Recording
Division of Corporations, Florida Department of State

Tyrone Scott
Regulatory Specialist II
New Filing Section
Letter Number: 620A00021685
Reference Number: W20000125775

FILED
2020 DEC -1 PM 12:06
TALLAHASSEE, FL 32303

Dear Mr. Moon & Mr. Scott,

We are in receipt of your correspondence dated October 30, 2020 (attached). The errors have been corrected and enclosed are the Articles of Conversion for Converting Eligible Entity into Florida Not For Profit Corporation. We are converting Elar Institute, LLC into a Florida Not For Profit Corporation.

Also enclosed are the original Articles of Incorporation and Check # 7009 with a total of \$1.25 payable to Florida Department of State for Filing Fee's.

Should there be any issues with this filing, please do not hesitate to contact us.

Sincerely,

Clayton Louis Ferrara
Protégé Nonprofit Solutions, Inc.

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Not For Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity into a Florida Not For Profit Corporation** in accordance with ss. 605.1046 & 617.0202 Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is Elar Institute, LLC.
2. The converting entity is a Limited Liability Company first organized, formed or incorporated under the laws of Florida on May 14, 2018.
3. The name of the Florida Not For Profit Corporation as set forth in the attached Articles of Incorporation is Elar Institute, Inc.
4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.
5. The effective date of this filing is January 1, 2021.

Signed this 17th day of November, 2020.

Required Signature for Florida Not For Profit Corporation:

Elar Institute, Inc.

Teresa Mallon

Teresa Mallon Nov 17, 2020 15:27 EST

Teresa Mallon, President

Required Signature on behalf of Converting Limited Liability Company:

Elar Institute, LLC

Teresa Mallon

Teresa Mallon Nov 17, 2020 15:27 EST

Teresa Mallon, Manager

2020 DEC -1 PM12:06
CLERK OF COURT
HILLSBOROUGH COUNTY
TALLAHASSEE, FLORIDA

FILED

118000120337

ARTICLES OF INCORPORATION

FOR

ELAR INSTITUTE, INC. A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to §617 of the laws of Florida, the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Laws of Florida, do hereby certify:

ARTICLE I. NAME

The name of the Corporation shall be: Elar Institute, Inc.

ARTICLE II. PRINCIPLE OFFICE

The place in this state where the principal office and mailing address of the Corporation is to be located is:

120 East Marks Street
#250
Orlando, FL 32803

ARTICLE III. PURPOSE

Said 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, or the corresponding section of any future federal tax code.

ARTICLE IV. MANNER OF ELECTION

The manner in which the directors are elected or appointed is provided in the Bylaws of the Corporation.

ARTICLE V. INITIAL OFFICERS AND/OR DIRECTORS

The name, address, and title of the persons who are the initial trustees of the Corporation are as follows:

Name	Title	Address
Teresa Mallon	President	120 East Marks Street #250 Orlando, FL 32803

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CLERK OF CIRCUIT COURT
JANUARY 1, 2021

Jack Graham

Secretary

120 East Marks Street
#250
Orlando, FL 32803

Gregg Kenneth Pollack

Treasurer

120 East Marks Street
#250
Orlando, FL 32803

ARTICLE VI. **LIMITATIONS**

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 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. **DISTRIBUTION OF ASSETS**

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 the assets of the Corporation to one or more organizations then qualified under Code Section 501(c)(3) selected by the Board of Directors of the Corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under Code Section 501(c)(3).

ARTICLE VIII. **REGISTERED AGENT**

The name and address of the Registered Agent is:

Teresa Mallon
1415 East Muriel Street
Orlando, FL 32806

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2020 DEC -1 PM 12:06
TALLAHASSEE, FL 32302

Teresa Mallon
Teresa Mallon, Oct 1, 2020 21:16:00

Teresa Mallon, Registered Agent

Oct 1, 2020

Date

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.

ARTICLE IX.
INCORPORATOR

The name and address of the Incorporator is:

Teresa Mallon
120 East Marks Street
#250
Orlando, FL 32803

Teresa Mallon
Teresa Mallon, Oct 1, 2020 21:16:00

Teresa Mallon, Incorporator

Oct 1, 2020

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.

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2020 DEC -1 PM 12:06
TALLAHASSEE, FLORIDA