

N/22000005716

(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:

W22000037348

Office Use Only



200381728782

02/24/22--01020--006 **55.00

05/06/22--01004--013 **58.75

FILED
2022 APR 20 PM 12:54
CLERK OF SUPERIOR COURT
JANET W. HARRIS, CLERK



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 22, 2022

MARIA MENACHO
3765 AIRPORT PULLING RD N STE 201
NAPLES, FL 34105

SUBJECT: MEER MOMENTS ANIMAL RESCUE INC.
Ref. Number: W22000037348

FILED
2022 APR 20 PM 12:54
DIVISION OF CORPORATIONS
STATE OF FLORIDA

We have received your document for MEER MOMENTS ANIMAL RESCUE INC. and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you have submitted to convert the LLC into a non-profit is incorrect. Enclosed is the proper form. Also please include an additional check for \$50 dollars to cover the cost of the conversion which is \$105 dollars.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), s.607.1622(9) and/or 607.1622(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.

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.

Matthew T Moon
Regulatory Specialist II Supervisor

Letter Number: 922A00006716

RECEIVED
2022 APR 20 PM 3:17
DIVISION OF CORPORATIONS
STATE OF FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Meer Moments Animal Rescue Inc
Name of Resulting Florida ~~Profit~~ Corporation
Non Profit

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida ~~Profit~~ Corporation" in accordance with ss. ~~607.11933 & 607.0202~~, F.S.
Non Profit 617

Please return all correspondence concerning this matter to:

Chris CONA
Contact Person

CONA LAW PLLC
Firm/Company

3765 Airport Road, #201
Address

Naples, Fla 34105
City, State and Zip Code

ccona@cona.law
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chris CONA at (239) 234-6822
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

Mailing Address:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2022 APR 20 PM 12:54

FILED

Articles of Conversion
For
Converting Eligible Entity
Into
Florida ~~Profit~~ Corporation
Non Profit

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida ~~Profit~~ Corporation in accordance with ss. ~~607.1191-12 & 607.0202~~ Florida Statutes.
Non Profit 617

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

Meer Moments Animal Rescue LLLC (#120000382768)
Enter Name of the Converting Entity

2. The converting 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 12/8/20 -
Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida ~~Profit~~ Corporation as set forth in the attached Articles of Incorporation:

Meer Moments Animal Rescue Inc
Enter Name of Florida ~~Profit~~ Corporation
Non Profit

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

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

FILED
2022 APR 20 PM 12:54
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF ST. JOHNS
FLORIDA

Signed this 18th day of April, 2022.

Required Signature for Florida Profit Corporation:

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

* Jennifer Thomas

Printed Name: JENNIFER THOMAS Title: Director

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

* Signature: Jennifer Thomas

Printed Name: JENNIFER THOMAS Title: Authorized member

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:

Articles of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

FILED
2022 APR 20 PM 12:54
NOTICE TO CREDITORS
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF MEER MOMENTS ANIMAL RESCUE INC.**

A Florida Not For Profit Corporation

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

Article 1. Name

The name of the corporation is “**MEER MOMENTS ANIMAL RESCUE INC**”

Article 2. Address

The Physical and Mailing address of the initial registered office of the corporation 4260 15th Ave SW, Naples, Florida 34116

Article 3. Purposes

(a) The corporation is organized, and shall be operated exclusively for animal rescue/animal welfare purposes, which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws; Animal rescue/animal welfare include but are not limited to providing care, treatment, shelter and placement for animals.

(b) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication/distribution of any statements in any political campaign on behalf of any candidate for public office.

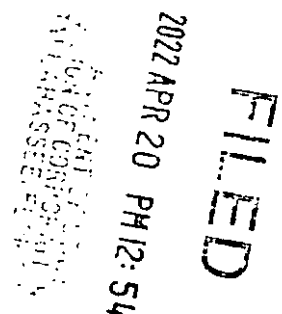
Article 4. Directors

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the bylaws, as may be amended from time to time. Any director may be removed by the affirmative vote of at least 50% of the board of directors. The names and residential addresses of the persons who are to serve as the initial directors are:

Jennifer Thomas- 4260 15th Ave SW, Naples, Florida 34116

Kevin Thomas- 4260 15th Ave SW, Naples, Florida 34116

Catherine Corace- 4260 15th Ave SW, Naples, Florida 34116



Article 5. Registered Agent

The registered agent shall be Jennifer Thomas- 4260 15th Ave SW, Naples, Florida 34116

Article 6. Incorporator

The name and address of the incorporator is:

Jennifer Thomas- 4260 15th Ave SW, Naples, Florida 34116

Article 7. Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law. The initial officers will be:

Jennifer Thomas- President, Secretary and Director, 4260 15th Ave SW, Naples, Florida 34116

Kevin Thomas- Vice President, Treasurer and Director- 4260 15th Ave SW, Naples, Florida 34116

Article 8. Effective Date

The effective date shall be the date this document is filed with the State of Florida.

Article 9. No Members

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article 10. Not-for-Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

FILED
2022 APR 20 PM 12:54
CLERK OF COUNTY OF CLAY
JACKSONVILLE, FLORIDA

Article 11. Duration

The duration (term) of the corporation is perpetual.

Article 12. Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act; To operate only for non-profit purposes, and not to pursue pecuniary gain or profit.

C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

Article 13. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 3 (Purposes) of these Articles.

Article 14. Tax-Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

2022 APR 80 PM 12:54
FILED

Article 15. 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 of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article 16. Charitable Purposes

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article 17. Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article 18. Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

Article 19. Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

[SIGNATURE PAGE TO FOLLOW]

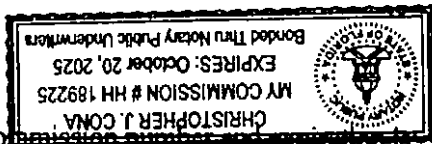
FILED
2022 APR 20 PM 12:54
CLERK OF CIRCUIT COURT
JAILAHASSEE, FLORIDA

I, the undersigned, being the sole incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, and do hereby affirm that the facts stated herein are true, and I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155 FS. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain active status. I have executed these articles of incorporation on April 18, 2022

* Jennifer Thomas
Jennifer Thomas
Sole Incorporator/Director/President

STATE OF FLORIDA
COUNTY OF Collier

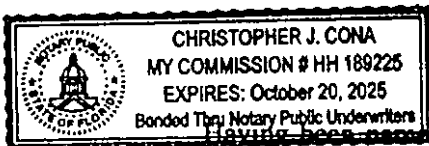
The foregoing instrument was acknowledged before me by means of X PHYSICAL PRESENCE OR ONLINE NOTARIZATION on this 18 day of April, 2022, by Jennifer Thomas who is personally known to me or have produced as identification.



My commission expiration is:

Notary Public

Typed, Printed or Stamped Name



ACCEPTANCE OF REGISTERED AGENT

~~Having been named~~ a registered agent to accept service of process for Meer Moments Animal Rescue Inc. a Florida Corporation Not-for-Profit, at the place designated in these Articles, I agree to act in this capacity and I Further agree to comply with the provisions of all statutes relative to the power and complete performance of my duties.

* Jennifer Thomas
Jennifer Thomas
Registered Agent

Date: 4/18/22

FILED
2022 APR 20 PM 12:54
DEPT. OF STATE
DIVISION OF CORPORATE
AND BUSINESS REGISTRATION
TALLAHASSEE, FLORIDA