

N23000014015

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

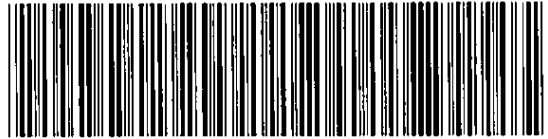
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200415122352

09/05/23--01046--011 **138.75

2023 SL - 3 11:11:42

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Breakroom Entertainment, LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Hector Guadalupe

Contact Person

BryteBridge Consulting LLC

Firm/Company

7021 University Blvd

Address

Winter Park, FL 32792

City, State and Zip Code

hguadalupe@brytebridge.com

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

For further information concerning this matter, please call:

Pedro Amaral

at (813) 992-6912

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☒ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

CR2E106 (05/17)

LLC into
Non profit

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation
Non-Profit

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1415, Florida Statutes.

Non-Profit

LLC

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

Breakroom Entertainment, LLC

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 01/01/2021

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:

Not applicable

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

Breakroom Entertainment, Inc.

Enter Name of Florida Profit Corporation
Non-Profit

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.

Signed this 1st day of November, 2023

Notarize
Required Signature for Florida Profit Corporation:

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

Printed Name: Pedro Amaral Title: Treasurer/Director

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

Signature: Pedro Amaral

Printed Name: Pedro Amaral 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:	\$3.75 (Optional)
Certificate of Status	\$6.75 (Optional)

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Breakroom Entertainment, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
810 E River Drive

Temple Terrace, Florida 33617

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: To create well-crafted, financially accessible, and community-focused
theater experiences for our audience, while also establishing a comfortable, inclusive, and respectful space for artists to share
their work.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: as set forth in the bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Richard Marena, President/Director

Address: 810 E River Drive
Temple Terrace, Florida 33617

Name and Title: Michael Mercer, Director

Address: 810 E River Drive
Temple Terrace, Florida 33617

Name and Title: Pedro Amaral, Treasurer/Director

Address: 810 E River Drive
Temple Terrace, Florida 33617

Name and Title: Cynthia Miller-Ray, Director

Address: 810 E River Drive
Temple Terrace, Florida 33617

Name and Title: Beverly Mercer, Secretary/Director

Address: 810 E River Drive
Temple Terrace, Florida 33617

Name and Title: _____

Address: _____

2023 SEP -5 11:42

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Pedro Amaral

Address: 810 E River Drive

Temple Terrace, Florida 33617

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Pedro Amaral

Address: 810 E River Drive

Temple Terrace, Florida 33617

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

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.

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

Pedro Amaral

Required Signature of Registered Agent

11/01/2023

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.

Pedro Amaral

Required Signature of Incorporator

11/01/2023

Date

028 SLI - 5 11:11:43

Breakroom Entertainment, Inc.
Articles of Incorporation Attachment

ARTICLE IX - ADDITIONAL PROVISIONS

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 an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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 thereof or to the benefit of any private person.

Upon 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 state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

2023 SEP -5 11:11:43