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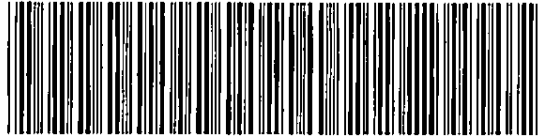
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**DATE: 01/23/2024**

**NAME: REFORMED BAPTIST SEMINARY, LLC**

**TYPE OF FILING: CONVERSION**

**COST: 105.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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FLORIDA DEPARTMENT OF STATE  
Division of Corporations & State Records  
TALLAHASSEE, FLORIDA

January 25, 2024

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: REFORMED BAPTIST SEMINARY, INC.  
Ref. Number: W24000012065

We have received your document for REFORMED BAPTIST SEMINARY, INC..  
However, the document has not been filed and is being returned for the following:

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.

If you have any further questions concerning your document, please call (850)  
245-6052.

KAIN COSTELLO  
Regulatory Specialist II  
New Filing Section

Letter Number: 624A00001625

**ARTICLES OF CONVERSION  
FOR  
FLORIDA LLC  
INTO  
FLORIDA NOT FOR PROFIT CORPORATION**

These Articles of Conversion and the attached Articles of Incorporation are submitted to convert the following Florida limited liability company (the "FL LLC") into a Florida not for profit corporation (the "Florida Corporation"), in accordance with Section 605.1045, Florida Statutes.

1. The name of the FL LLC immediately prior to the filing of the Articles of Conversion is: REFORMED BAPTIST SEMINARY, LLC, a Florida limited liability company, duly organized and existing under the laws of the State of Florida.

2. The Articles of Organization of the FL LLC were duly filed with the Florida Department of State on January 4, 2023. The Florida document number for the FL LLC is L23000002469.

3. The name of the Florida Corporation, as set forth in the Articles of Incorporation attached hereto as **Exhibit A**, is: REFORMED BAPTIST SEMINARY, INC, a Florida not for profit corporation.

4. The conversion of the FL LLC into the Florida Corporation was approved by the sole member of the FL LLC in accordance with Sections 605.1041-605.1046 of the Florida Statutes.

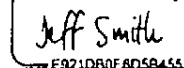
5. All members of the FL LLC have waived any and all appraisal rights to which they may be entitled under the laws of the State of Florida.

6. The conversion of the FL LLC into the Florida Corporation shall be effective on the date of filing of the Articles of Conversion.

(SIGNATURES ON FOLLOWING PAGE)

Signed on the 22 day of January, 2024.

REFORMED BAPTIST SEMINARY, LLC, a Florida  
~~limited liability~~ company



E921DB0FAD58455  
By: Jeff Smith, Manager

**EXHIBIT A**  
**ARTICLES OF INCORPORATION**

See attached.

## **ARTICLES OF INCORPORATION OF REFORMED BAPTIST SEMINARY, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

### ARTICLE I - Name

The name of the Corporation shall be REFORMED BAPTIST SEMINARY, INC. (the "Corporation").

### ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation is 5391 Johnson Road, Coconut Creek, Florida 33073.

### ARTICLE III - Purpose

A. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

B. More specifically, the Corporation is organized for purposes of teaching students that have enrolled in a course of study offered by the Reformed Baptist Seminary.

C. The Corporation shall not participate or intervene, directly or indirectly, in political campaigns on behalf of or in opposition to any candidate for public office.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article.

### ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 5391 Johnson Road, Coconut Creek, Florida 33073, and the name of the initial registered agent of the Corporation at that address is Carman Leon.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be five (5).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Jeff Smith	5391 Johnson Road Coconut Creek, FL 33073
Robert Elliott	20855 Lockford Ct. Perris, CA 92570
Brian Borgman	2320 Heybourne Road Minden, NV 89423
Jamie Howell	5020 Old Spartanburg Road Taylos, SC 28687
Jeff Johnson	860 Peachcrest Ct. NE Grand Rapids, MI 49505

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.



ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Jeff Smith

5391 Johnson Road  
Coconut Creek, FL 33073

ARTICLE VIII – Members

The Corporation shall have no members.

ARTICLE IX- Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XI- 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, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, as the Board of Directors shall determine.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of January, 2024.

DocuSigned by:

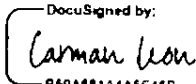
Jeff Smith

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Jeff Smith

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of REFORMED BAPTIST SEMINARY, INC.

By:    
 DocuSigned by:   
 B52A081A4A6E4AB   
 Carman Leon

2024

5:01