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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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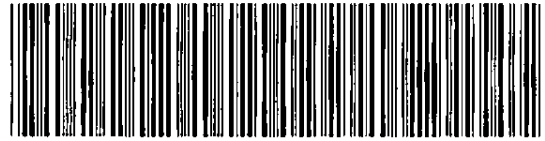
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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Filing Office
Tulsa, Oklahoma

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. 607.4115, Florida Statutes.

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

ClamQuest, LLC L22000293262

Enter Name of Other Business Entity

Limited Liability Company

2. The "Other Business Entity" is a

(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

Florida

first organized, formed or incorporated under the laws of

(Enter state, or if a non-U.S. entity, the name of the country)

06/29/2022

on

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:

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

ClamQuest, 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 9th day of September, 2024.

Required Signature for Florida ~~Part~~ Corporation:

Signature of Chairman, ^{Asst. Secy} Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature]
Printed Name: Debra Kerman Title: Executive Director

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

Signature: [Signature]
Printed Name: Debra Kerman 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.

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

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SECRETARY
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ClamQuest, Inc.
(PROPOSED CORPORATE NAME -- MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Debra Kerman
Name (Printed or typed)

4601 N 9th Ave

Address

Pensacola, FL 32503

City, State & Zip

Daytime Telephone number

support@clamquest.com

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

NOTE: Please provide the original and one copy of the articles.

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

Articles of Incorporation

The undersigned, who are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

Article I: Name

The name of the corporation is ClamQuest, Inc.

Article II: Principal Office

The place where the principal office of the Corporation is to be located is:

4601 N 9th Ave
Pensacola, FL 32503

Article III: Purpose

The corporation is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, 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.

The specific purpose of the corporation is to promote financial literacy by providing interactive educational software, tools, and resources to students and young adults, and enhancing their understanding of financial concepts and decision-making skills.

Article IV: Board of Directors

a. Initial Board of Directors

1. Appointment of Initial Directors:

- The initial Board of Directors shall be appointed by the incorporator(s) of the corporation. The incorporator(s) are authorized to select and appoint the initial directors, who will serve until their successors are duly elected or appointed in accordance with the corporation's bylaws.
- The initial Board of Directors shall consist of 3 directors.

b. Appointment and Removal of Directors

1. Authority to Appoint Directors:

- The authority to appoint new directors or to fill any vacancies on the Board of Directors shall be vested in the existing Board of Directors, as specified in the corporation's bylaws. The Board may appoint new directors by a majority vote or as otherwise provided in the bylaws.

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CLAMQUEST, INC.
PENSACOLA, FL
32503

2. Term and Reappointment:

- The term of office for each director shall be defined in the corporation's bylaws. Directors may be reappointed or replaced in accordance with the procedures outlined in the bylaws.

3. Removal of Directors:

- Directors may be removed from office in accordance with the procedures specified in the corporation's bylaws. Such removal may occur with or without cause, depending on the provisions of the bylaws.

c. Bylaws and Governance

1. Adoption of Bylaws:

- The Board of Directors shall adopt bylaws for the corporation. The bylaws shall govern the procedures for electing or appointing directors, filling vacancies, and other governance matters.

2. Amendments:

- The bylaws may be amended by a majority vote of the Board of Directors or as otherwise specified in the bylaws. Amendments to the bylaws shall be in accordance with Florida law and the corporation's governing documents.

Article V: Duration

The duration of the corporation is perpetual.

Article VI: Registered Agent and Office

The name and address of the registered agent for service of process are:

Debra Kerman
4601 N 9th Ave
Pensacola, FL 32503

Article VII: Non-Profit Status

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

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FACILITY

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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article VIII: Indemnification

To the fullest extent permitted by Florida law, the corporation shall indemnify any director or officer against expenses and liabilities incurred in connection with the corporation, except in cases of gross negligence or willful misconduct. The corporation may also purchase and maintain insurance for such indemnification.

Article X: Dissolution

In the event of dissolution, any remaining assets of the corporation after payment of all debts and liabilities shall be distributed exclusively for the purposes of the corporation or to organizations organized and operated exclusively for charitable, educational, or scientific purposes, as described in Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

Article XI: Amendment

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any regular or special meeting, provided that the amendment is not inconsistent with the corporation's charitable purpose or the laws of the State of Florida.

Having been named as registered agent to accept service of process for the above state 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.

Debra Kerman
Registered Agent



[Registered Agent's Signature]

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 9, 2024. I submit this document and affirm that the facts stated herein are true.

Debra Kerman
Incorporator



[Incorporator's Signature]

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STATE OF FLORIDA
DEPARTMENT OF REVENUE
CORPORATION DIVISION