

P/6000053585

(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



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04/23/16--01036--008 **105.00

04/23/16
01036
008

✓ 06/24/16

W16-033747



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 9, 2016

JOHN T. MARSHALL
8564 E. COUNTY RD. 466
STE. 303
THE VILLAGES, FL 32162

SUBJECT: THE CORBIN GROUP, INC.
Ref. Number: W16000033747

We have received your document for THE CORBIN GROUP, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is L1600016040 (THE CORBIN GROUP, LLC).

The document must be signed by a chairman, vice chairman, director, officer, or an incorporator, if directors or officers have not been selected.

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.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 116A00009655

16 JUN 23 PM 12:

RECEIVED

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: The Corbin Group, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

John T. Marshall

Contact Person

Bogin, Munns & Munns, P.A.

Firm/Company

8564 E. County Road 466, Suite 303

Address

The Villages, Florida 32162

City, State and Zip Code

rick@thecorbingroup.com

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

For further information concerning this matter, please call:

John T. Marshall

at (352) 391-6031

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$105.00 Filing Fees	<input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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STREET ADDRESS:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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



Bogin, Munns & Munns, P.A.

Attorneys at Law ■ Since 1979

John T. Marshall
Attorney at Law

8564 County Road 466, Suite 303
The Villages, FL 32162

Ph: (352) 391-6031
Fax: (352) 751-3645
jmarshall@boginmunns.com

June 22, 2016

Florida Department of State
Division of Corporations
Attn: Thomas Chang
P.O. Box 6327
Tallahassee, Florida 32314

Second Request
Sent via Federal Express
on June 22, 2016

Re: The Corbin Group, Inc.

Mr. Chang,

I received your letter dated May 9, 2016, and sent a response on May 27, 2016, but have not yet heard from you regarding our request to convert The Corbin Group, LLC to The Corbin Group, Inc.

In April 2016, I spoke with several people at the Florida Department of State, Division of Corporations regarding problems with the conversion of The Corbin Group, Inc. to The Corbin Group, LLC; namely, that the formation date of the LLC was changed from May 11, 1987 to the date The Corbin Group, Inc. was first registered with the State of Florida as a transfer from another state. It appears that none of the conversations and information provided to your office was properly documented, which appears to have contributed to our being told there is a problem with our conversion request because The Corbin Group, Inc. is in conflict with other registered business names.

On April 1, 2005, Mr. Richard Corbin submitted a Certificate of Domestication with the Division of Corporations. This Certificate was for the purpose of domesticating Mr. Corbin's Virginia-based "The Corbin Group, Inc." to be based and governed by the laws of Florida. The original date of incorporation for The Corbin Group, Inc. was May 11, 1987. Beginning in 2005 and running through January 2016, Mr. Corbin filed his annual reports in a timely manner.

In June, 2015, Mr. Corbin met with Ms. Alison Strange, an attorney with Bret Jones, P.A. to discuss the advantages of converting his corporation to a limited liability company. Shortly thereafter Ms. Strange prepared and filed the conversion paperwork. Initially the conversion request was rejected because Ms. Strange signed the paperwork instead of Mr. Corbin. On January 26, 2016, Ms. Strange completed this paperwork again and Mr. Corbin signed it. This second submission was accepted and The Corbin Group, Inc. was converted to an LLC.

Shortly thereafter Mr. Corbin met with his accountant and discovered that the LLC would not provide for him with the tax benefits Ms. Strange suggested would be forthcoming. In addition,

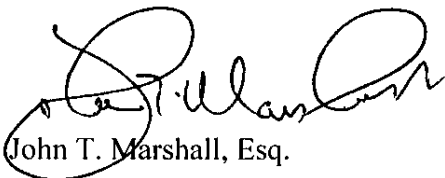
he noticed that the effective date of The Corbin Group, LLC was listed as April 8, 2005 (the date of the domestication, not the date of formation).

In April 2016, Mr. Corbin retained my services to convert the LLC back to a corporation and to have the erroneous information submitted by Ms. Strange removed from the record. That month I contact your office to discuss the best manner for correcting the formation date of The Corbin Group, LLC back to May 11, 1987. I was told that they would change the formation date in the Division of Corporation's records, and thereafter any conversion paperwork I submitted would correctly match the records for The Corbin Group, LLC in the Division of Corporation's records. On or about April 22, 2016, I am submitting the request that your office complete the conversion of The Corbin Group, LLC (which is owned and managed solely by Richard and Donna Corbin) to The Corbin Group, Inc. (which is owned and managed solely by Richard and Donna Corbin). The only difference between the present and past records is the primary mailing address for Richard and Donna Corbin because they moved to The Villages, Florida in February 2014, and then moved again within this same community in December 2015.

Given that the current owners of The Corbin Group, LLC are the same owners of the previously registered The Corbin Group, Inc., and because there is no overlap or conflict there should be no issues with converting The Corbin Group, LLC back to The Corbin Group, Inc.

I am sending this letter by Federal Express to ensure that it is received, and to provide a reference date for when the paperwork was received and when the conversion should be recorded in the Division of Corporations' public database. If you have any questions regarding this letter or the issues addressed herein, do not hesitate to contact me.

Respectfully,



John T. Marshall, Esq.

Cc: Richard and Donna Corbin
Enclosure

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

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. 607.1115, Florida Statutes.

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

The Corbin Group, LLC

(416- 016040) ✓

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.)

first organized, formed or incorporated under the laws of FLA.
(Enter state, or if a non-U.S. entity, the name of the country)

on March 11, 1987 ✓
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:

Florida

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

The Corbin Group, Inc.

Enter Name of Florida Profit Corporation

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

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

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.

05/01/87 10:40
CORBIN GROUP, INC.
STATE OF FLORIDA

Signed this 22nd day of April, 2016.

Required Signature for Florida Profit Corporation:

Signature: _____

Richard Corbin

Printed Name: _____

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

Signature: _____

Richard Corbin

Printed Name: _____

Title: President

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:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: The Corbin Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

3626 Infinity Run

The Villages, Florida 32163

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

For lawful business purposes.

ARTICLE IV SHARES

The number of shares of stock is: 1,000 shares having a par value of \$1.00 per share

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Richard Corbin, President / Treasurer

Address: 3626 Infinity Run

The Villages, Florida 32163

Name and Title: Donna Corbin, Vice-President / Secretary

Address: 3626 Infinity Run

The Villages, Florida 32163

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

FILED
CLERK OF DISTRICT COURT
JAN 23 AM 10:59
15 JAN 23 AM 10:59

ARTICLE VI REGISTERED AGENT

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

Name: Richard Corbin
Address: 3626 Infinity Run
The Villages, Florida 32163

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

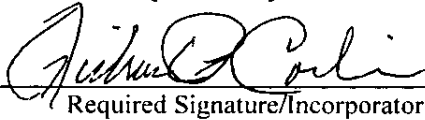
Name: Richard Corbin
Address: 3626 Infinity Run
The Villages, Florida 32163

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


Required Signature/Registered Agent

April 22, 2016
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.


Required Signature/Incorporator

April 22, 2016
Date

16 APR 22 2016
10:00 AM
STATE OF FLORIDA
DEPARTMENT OF STATE