

P/6000066890

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

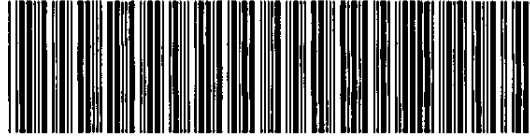
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W/6-51679

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

17/18

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: POSITIVE EDGE CORPORATION

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:

KEVIN KERSEY

Contact Person

POSITIVE EDGE CORPORATION

Firm/Company

P.O. BOX 702360

Address

SAINT CLOUD, FLORIDA 34770

City, State and Zip Code

KEVINKERSEY01@GMAIL.COM

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

For further information concerning this matter, please call:

KEVIN KERSEY

at (407) 801-9508

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 |
|--|---|---|--|

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 25, 2016

KEVIN KERSEY
P.O. BOX 702360
SAINT CLOUD, FL 34770

SUBJECT: ST. CLOUD TUTORING & TESTING CENTER, LLC
Ref. Number: W16000051679

We have received your document for ST. CLOUD TUTORING & TESTING CENTER, LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(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 file 2016 "Annual Report".

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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 816A00015534

Certificate of Conversion

For
"Other Business Entity"
Into
Florida Profit Corporation

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16 AUG 12 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ST. CLOUD TUTORING & TESTING CENTER, LLC LIS-193250
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 11/09/2015
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:**

POSITIVE EDGE CORPORATION
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.

Signed this 12 day of JULY, 2016.

Required Signature for Florida Profit Corporation:

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

Incorporator: Paul Kevin Kersey II

Printed Name: PAUL KEVIN KERSEY II Title: DIRECTOR

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TALLAHASSEE FLORIDA

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

Signature: Paul Kevin Kersey II

Printed Name: PAUL KEVIN KERSEY II Title: DIRECTOR

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)

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ARTICLE I NAME

The name of the corporation shall be: POSITIVE EDGE CORPORATION

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ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Principal street address

3764 LA SALLE AVE

SAINT CLOUD, FL 34772

Mailing address, if different is:

P.O. BOX 702360

SAINT CLOUD, FL 34770

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

TO HELP STUDENTS. WE TAKE A UNIQUE AND INNOVATIVE APPROACH TO TEACHING THAT HELPS

STUDENTS CONNECT WITH THE SUBJECT MATTER THEY NEED TO MASTER. THROUGH PERSONALIZED

AND FOCUSED TEACHING PROCESSES, OUR STUDENTS DEVELOP THE TOOLS THEY NEED FOR ONGOING

SUCCESS IN THEIR FIELDS OF STUDY. OUR SUCCESS DEPENDS ON OUR ATTENTION TO THE NEEDS OF OUR

STUDENTS AND TRULY HELPING THEM ACHIEVE - WE DO NOT SUCCEED UNLESS OUR STUDENTS

SUCCEED.

ARTICLE IV SHARES

The number of shares of stock is: FIVE (5)

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: PAUL KEVIN KERSEY II, CEO

Name and Title:

Address: 3764 LA SALLE AVE

Address:

SAINT CLOUD, FL 34772

Name and Title: DAVID J CLEVELAND, COO

Name and Title:

Address: 3883 CREEK BED CIR

Address:

SAINT CLOUD, FL 34769

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: PAUL KEVIN KERSEY II
Address: 3764 LA SALLE AVE
SAINT CLOUD, FL 34772

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: PAUL KEVIN KERSEY II
Address: 3764 LA SALLE AVE
SAINT CLOUD, FL 34772

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

Paul Kevin Kersey II
Required Signature/Registered Agent

7/12/2016
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.

Paul Kevin Kersey II
Required Signature/Incorporator

7/12/2016
Date