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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

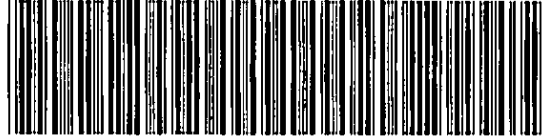
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Majestic Trains, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

J. Knox Burns IV, Esq.

Contact Person

Cauthen & Burns, P.A.

Firm/Company

215 N. Joanna Ave.

Address

Tavares, Florida 32778

City, State and Zip Code

jknoxburns@cflegal.com

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

For further information concerning this matter, please call:

Jen Conroy

Name of Contact Person

at (352) 343-2225

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

Mailing Address:

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

Street Address:

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

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TALLAHASSEE, FL
CLERK OF CIRCUIT COURT

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity into a Florida Profit Corporation** in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

Majestic Trains, LLC

Enter Name of the Converting Entity

2. The converting 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 **February 10, 2022**

Enter date "Converting Entity" was first organized, formed or incorporated.

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

Majestic Trains, Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: **April 1, 2022**

(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.

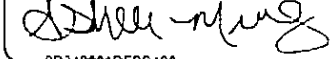
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STATE
OF FLORIDA

Signed this 14th day of March, 2022.

Required Signature for Florida Profit Corporation:

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



003420810F6B426

Printed Name: Ashley Ming Title: Secretary

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

Signature: 

8407E51AD5844B1

Printed Name: James Otterbacher Title: Manager

Signature: 

003420810F6B426

Printed Name: Ashley Ming Title: Manager

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:

Articles 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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Audit # _____

ARTICLES OF INCORPORATION

of

MAJESTIC TRAINS, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation.

ARTICLE I

Name

The name and address of this corporation shall be: MAJESTIC TRAINS, INC., 25542 Madison Street, Astatula, Florida 34705.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock, each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators, and Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

James Otterbacher

25542 Madison Street, Astatula, Florida 34705

The names and addresses of the Directors are:

NAME

ADDRESS

James Otterbacher

25542 Madison Street, Astatula, Florida 34705

Ashley Ming

25542 Madison Street, Astatula, Florida 34705

J. Knox Burns, IV, Esquire
Cauthen & Burns, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar # 1018499
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ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change, or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger, or consolidation of the corporation;
- C. Sale, lease, or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided for by bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Any director who is not a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.

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D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin is the date of filing of these Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

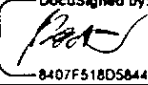
ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation 25542 Madison Street, Astatula, Florida 34705. The name of the Registered Agent of this corporation is ASHLEY MING at the above office address.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders entitled to vote, except as otherwise provided in the Bylaws.

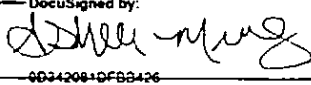
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 3/15/2022, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

DocuSigned by:

8407F518D5844B1
JAMES OTTERBACHER

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for MAJESTIC TRAINS, INC., as stated in these Articles of Incorporation.

Dated: 3/15/2022

DocuSigned by:

00342081DFB3426
ASHLEY MING



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached is a form to convert an "eligible business entity" into a "Florida Profit Corporation" pursuant to section 607.11933, Florida Statutes. These forms are basic and may not meet all conversion needs. The advice of an attorney is recommended.

Filing Fees:	\$105	(S35 Conversion Fee and \$70 for Florida Profit Articles of Incorporation)
Certified Copy (optional):	\$8.75	
Certificate of Status (optional):	\$8.75	

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

Mailing Address:

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

Street Address:

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

For further information, you may contact the New Filings Section at (850) 245-6052.

IMPORTANT INFORMATION: Pursuant to section 607.1622 (9), F.S., "As a condition of a conversion of an entity to a corporation under s. 607.11930, the entity, if it exists under the laws of this state or if it exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing."

CR2E105 (1/20)

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TALLAHASSEE, FL
CLERK OF COURT