

N22000005083

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

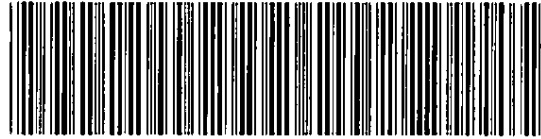
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2022 MAY 18 AM 10:02

SECRETARY OF STATE
TALLAHASSEE, FL

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DEPUTY SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
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WALK IN

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XX CERTIFIED COPY

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CONVERSION

1. **MEDICAL STAFF OF ROCKLEDGE REGIONAL MEDICAL CENTER, LLC**
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

Please debit this account:

FCA000000011

~~\$\$\$~~ **\$ 122.50**

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Medical Staff of Rockledge Regional Medical Center, Inc.
Name of Resulting Florida Not-For-Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Not-For-Profit Corporation" in accordance with ss. 617, F.S.

Please return all correspondence concerning this matter to:

Christine Weingart

Contact Person

Zimmerman, Kiser & Sutcliffe, P.A.

Firm/Company

315 E. Robinson St., Suite 600

Address

Orlando, FL 32801

City, State and Zip Code

Corporate@zkslawfirm.com

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

For further information concerning this matter, please call:

Jamie Brown, Corporate Paralegal

Name of Contact Person

at (407)

425-7010

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 16, 2022

CORPORATE ACCESS

SUBJECT: MEDICAL STAFF OF ROCKLEDGE REGIONAL MEDICAL
CENTER, INC.
Ref. Number: W22000058395

We have received your document for MEDICAL STAFF OF ROCKLEDGE REGIONAL MEDICAL CENTER, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

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.

I am enclosing the correct Conversion Form. Also note the Correct filing fee is \$122.50.

Please return 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.

Neysa Culligan
Regulatory Specialist III

Letter Number: 522A00010383

*Corrected Form
And Annual Report Filed*

FILED

2022 MAY 18 AM 10:02

SECRETARY OF STATE
TALLAHASSEE, FL

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

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.
NonProfit 607

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

Medical Staff of Rockledge Regional Medical Center, LLC

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 5/26/21

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 NonProfit Profit Corporation as set forth in the attached Articles of Incorporation:

Medical Staff of Rockledge Regional Medical Center, Inc.

Enter Name of Florida Profit Corporation
NonProfit

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 12th day of May, 2022.

Required Signature for Florida Not-For-Profit Corporation:

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

[Signature]

Printed Name: Joseph Asch Title: Director - Secretary - Treasurer

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

Signature: _____

Printed Name: Joseph Asch Title: Member

Signature: [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:

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

FILED

2022 MAY 18 AM 10: 02

**SECRETARY OF STATE
TALLAHASSEE, FL**

**ARTICLES OF INCORPORATION
OF
MEDICAL STAFF OF ROCKLEDGE REGIONAL MEDICAL CENTER, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Medical Staff of Rockledge Regional Medical Center, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is:

110 Longwood Ave.
Medical Staff Office
Rockledge, FL 32955

and the mailing address of the Corporation is:

4401 S. Hopkins Ave., Suite 103
c/o Joseph Asch
Titusville, FL 32780

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively to promote the business interests of the medical staff of Rockledge Regional Medical Center, or its successor, as a business league and/or board of trade, within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the

purposes of the Corporation shall include, but shall not be limited to, providing business support, assistance, coaching, accountability, resources, trainings, and other services as a business league, trade association, and a membership organization supported by dues.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(6).

ARTICLE IV - MEMBERS

The initial member of the Corporation shall be the incorporator of these Articles of Incorporation, and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

ARTICLE V - BOARD OF DIRECTORS AND OFFICERS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Joseph Asch	4401 S. Hopkins Ave, Suite 103 Titusville, FL 32780
Ricardo Henriques	503 Delannoy Ave. Cocoa, FL 32922
Nabil Aziz	1257 Florida Ave. Rockledge, FL 32955

The names and addresses of the individuals who are to serve as the initial officers of the Corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Joseph Asch	Secretary	4401 S. Hopkins Ave., Suite 103 c/o Joseph Asch Titusville, FL 32780
Ricardo Henriques	President	503 Delannoy Ave. Cocoa, FL 32922
Nabil Aziz	Vice President	1257 Florida Ave Rockledge, FL 32955

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 4401 S. Hopkins Ave., Suite 103, Titusville, FL 32780, and the name of the initial registered agent of the Corporation at that address is Joseph Asch. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATORS

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Joseph Asch	4401 S. Hopkins Ave, Suite 103 Titusville, FL 32780

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed

to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

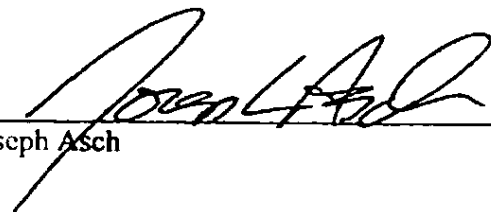
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a **majority** of the Corporation's Board of Directors, at any regular or special meeting of the Board of Directors called for such purpose in accordance with the provisions of the Bylaws.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 20th day of March, 2022.



Joseph Asch

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Joseph Asch

Date: 20 April, 2022

FILED
2022 MAY 18 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FL