

P21000105476

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

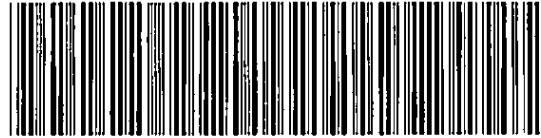
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 349377 4319903

AUTHORIZATION :

COST LIMIT : \$105.00



ORDER DATE : December 23, 2021

ORDER TIME : 8:12 AM

ORDER NO. : 349377-005

CUSTOMER NO: 4319903

DOMESTIC AMENDMENT FILING

NAME: CHAPTERS CARENU, LLC

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION AND ARTICLES OF INCORPORATION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexis Weiland -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Chapters CareNU, 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:

Dale S. Webber, Esq.

Contact Person

Buchanan Ingersoll & Rooney, PC

Firm/Company

401 East Jackson Street, Suite 2400

Address

Tampa, FL 33602

City, State and Zip Code

Dale.webber@bipc.com

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

For further information concerning this matter, please call:

Dale S. Webber at ( 813 ) 222-8187

Name of Contact Person

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

**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:

Chapters CareNU, 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 April 24, 2020

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:**

Chapters CareNU, 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: January 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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Signed this 23rd day of December, 2021.

**Required Signature for Florida Profit Corporation:**

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

Signature: \_\_\_\_\_  
Printed Name: Andrew K. Molosky Title: Incorporator

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

Signature: \_\_\_\_\_  
Printed Name: Andrew K. Molosky Title: President & CEO of Member/Manager

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.

<b>Fees:</b>	
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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**EXHIBIT B**

**Articles of Incorporation**

See attached

**ARTICLES OF INCORPORATION**  
**OF**  
**CHAPTERS CARENU, INC.**  
(A Florida Business Corporation)

The undersigned, acting on behalf of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation is Chapters CareNU, Inc. (the "Corporation"). The Corporation's principal place of business is 12470 Telecom Drive, Suite 301, Temple Terrace, Florida 33637 and the Corporation's mailing address is 12470 Telecom Drive, Suite 301, Temple Terrace, Florida 33637.

**ARTICLE II**

**PURPOSES**

The purposes of the Corporation include but are not limited to the following:

- (a) The Company is organized for any lawful purpose, and to do any and all things necessary, convenient, or incidental to that purpose; and
- (b) To do all other tasks, including the conducting of all activities, necessary, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any of the purposes set forth herein and in furtherance of the Corporation's participation in the health system conducted through and governed by Chapters Health System, Inc., a Florida not for profit corporation, to the full extent permitted by the Bylaws of the Corporation and the laws of the State of Florida.

**ARTICLE III**

**INCORPORATOR**

The name and address of the sole incorporator are as follows:

Andrew K. Molosky  
12470 Telecom Drive, Suite 301  
Temple Terrace, Florida 33637

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**ARTICLE IV**

**AUTHORIZED SHARES AND SHAREHOLDERS**

The Corporation is authorized to issue 1,000 shares of capital stock. The sole shareholder of the Corporation is Chapters Health System, Inc., its successors and assigns (the "Sole Shareholder"). The Sole Shareholder shall have and exercise such reserved rights and powers related to the Corporation as shall be set forth in the Bylaws of the Corporation.

**ARTICLE V**

**DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws. The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

**ARTICLE VI**

**OFFICERS**

The officers and their manner of election shall be as provided in the Bylaws.

**ARTICLE VII**

**REGISTERED AGENT AND OFFICE ADDRESS**

The registered agent for the Corporation is Andrew K. Molosky. The registered office address for the Corporation is 12470 Telecom Drive, Suite 301, Temple Terrace, Florida 33637.

**ARTICLE VIII**

**BYLAWS**

The Bylaws of the Corporation may be amended, altered, added to or rescinded only by the Sole Shareholder by the vote of a majority of its board of directors at the time of such amendment.

**ARTICLE IX**

**AMENDMENTS**

These Articles may be amended only by the Sole Shareholder as provided in the Bylaws

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**ARTICLE X**

**DISTRIBUTION UPON DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to the Sole Shareholder or as otherwise directed by the Board of Directors of the Sole Shareholder.

**ARTICLE XI**

**INDEMNIFICATION**

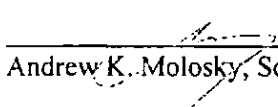
The Corporation shall indemnify any officer or director and any former officer or director to the fullest extent permitted by law.


**ARTICLE XII**

**EFFECTIVE DATE**

These Articles of Incorporation shall be effective as of January 1, 2022.

Dated this 23rd day of December, 2021.

  
\_\_\_\_\_  
Andrew K. Molosky, Sole Incorporator

  
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of Chapters CareNU, Inc. (the "Corporation"), at the place designated in the Articles of Incorporation of the Corporation, the undersigned hereby states that he is familiar with and accepts the appointment as registered agent and agrees to act in such capacity, and further that he agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Dated this 23 day of December, 2021.

By: \_\_\_\_\_  
Name: Andrew K. Molosky