

L060000008653

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

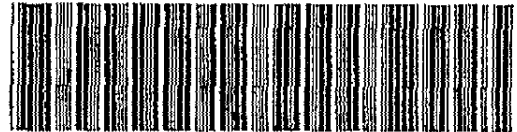
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300063637633

01/18/06 --01013--015 **43.75

01/18/06 01013-015 **125.100

SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 JAN 18 PM 12:15

DB

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

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

The Villages Visiting Baby, Inc. ✓ P04000025280
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a For Profit Corporation
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, 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 2/04/2004
(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:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

The Villages Visiting Baby, L.L.C.
(Enter Name of Florida Limited Liability Company)

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 Organization, if an effective date is listed therein.)

Signed this 6th day of February 20 06

Signature of Authorized Person: _____

Printed Name: _____

Title: _____

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION
OF
THE VILLAGES VISITING BABY, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be THE VILLAGES VISITING BABY, LLC.

ARTICLE II

ADDRESS

The mailing address of the principal office and the street address of the principal office of the limited liability company is 17112 SE 71st Lewisfield Terrace, The Villages, Florida 32162

2006 JAN 18 PM 5:15
SECRETARY IN CHARGE
DIVISION OF CORPORATE
REGISTRATION

ARTICLE III

PURPOSE

The limited liability company is purposefully organized to operate for any and all lawful purposes.

ARTICLE IV

DURATION

The limited liability company shall commence its existence on the date these Articles of

Organization are filed by the Florida Department of State or on January 15, 2006, whichever occurs first. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in Operating Agreement.

ARTICLE V
REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered agent of the limited liability company in the State of Florida is: JANE A. STOVALL, 17112 SE 71st Lewisfield Terrace, The Villages, Florida 32162.

ARTICLE VI
INITIAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make initial capital contributions in cash, services and/or property, however, each member shall continue to make additional capital contributions to the limited liability company only with the consent of the members having majority of the capital interests of the company entitled to vote or as otherwise provided in the Operating Agreement.

ARTICLE VII
ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the written consent of the members having unanimous consent of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by those members. A member may also transfer his or her interest in the company only with the written consent of the members having unanimous consent of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by those members. Except as otherwise set forth in the Operating Agreement and/or Bylaws of the company, the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless members having unanimous consent of the

RECEIVED
DIVISION OF CORPORATIONS
2006 JAN 18 PM 12:15

capital interests of the company entitled to vote approve of such participation and allow the transferee to become a member. Such approval must be provided in writing.

ARTICLE VIII
MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless otherwise stated in the Operating Agreement and/or Bylaws, and only by unanimous vote of the remaining members.

ARTICLE VIV
MEMBERS/MANAGEMENT

The limited liability company shall be initially managed by Jane A. Stovall and Kathleen V. Lilly, and shall continue to be managed by them unless otherwise mandated in accordance with the Operating Agreement and/or Bylaws adopted by the members for the management of the business and affairs of the company. The Operating Agreement and/or Bylaws may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The address of the initial managers are for JANE A. STOVALL: 17112 SE 71st Lewisfield Terrace, The Villages, Florida 32162; and for KATHLEEN V. LILLY: 17368 SE 75th Coachman Court, The Villages, Florida 32162.

ARTICLE X
AMENDMENT, MODIFICATION, OR REPEAL OF THE ARTICLES OF ORGANIZATION,
THE OPERATING AGREEMENT, OR BYLAWS

Except as set forth in the Operating Agreement and/or Bylaws, no amendment, modification or repeal of the Articles of Organization, Operating Agreement or Bylaws may be made without the written consent of the members having unanimous consent of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by the those members.

2006 JAN 18 PM 12:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at 16910 S US Hwy 441 Suite 205, on this the 12th day of January, Summerfield FL 34491

Kathleen V. Lilly, Member
KATHLEEN V. LILLY, Member
17368 SE 75th Coachman Court
The Villages, Florida 32162

SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 JAN 18 PM 12:15

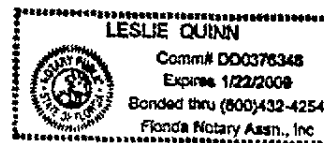
Witnesses:
Glenda K. Damm
GLENDA K. DAMM
16910 S US Hwy 441, Suite 205
Summerfield, Marion County, FL 34491

Judy L. Watkins
JUDY L. WATKINS
16910 S US Hwy 441, Suite 205
Summerfield, Marion County, FL 34491

STATE OF FLORIDA
COUNTY OF MARION

Subscribed, sworn, and acknowledged before me KATHLEEN V. LILLY, and subscribed and sworn to before me by JUDY L. WATKINS and GLENDA K. DAMM, the witnesses, all of whom are personally know to me or produced Florida Driver's License as identification, on this 12th day of January 2006.

Leslie Quinn
Notary Public State of Florida
Printed name of Notary: Leslie Quinn
Commission No.: DD0376348
Commission expires: 01/22/2009



IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these
Articles of Organization at 16910 S US Hwy 441 Suite 205, on this the 12th day of
January 2006. Summerfield FL 34491

Jane A. Stovall, member
JANE A. STOVALL, Member
17112 SE 71st Lewisfield Terrace
The Villages, Florida 32162

2006 JAN 18 PM 12:15
SECRETARY OF
DIVISION OF CORPORATE
REGISTRATION

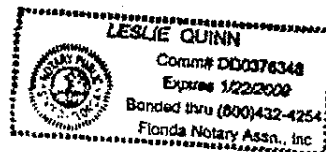
Witnesses:
Glenda K. Damm
GLENDA K. DAMM
16910 S US Hwy 441, Suite 205
Summerfield, Marion County, FL 34491

Judy L. Watkins
JUDY L. WATKINS
16910 S US Hwy 441, Suite 205
Summerfield, Marion County, FL 34491

STATE OF FLORIDA
COUNTY OF MARION

Subscribed, sworn, and acknowledged before me JANE A. STOVALL, and subscribed
and sworn to before me by JUDY L. WATKINS and GLENDA K. DAMM, the witnesses, all of
whom are personally know to me or produced Florida Driver's License as identification, on this
12th day of January 2006.

Leslie Quinn
Notary Public State of Florida
Printed name of Notary: Leslie Quinn
Commission No.: DD0376348
Commission expires: 01/22/2009



CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

FIRST that The Villages Visiting Baby, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 17112 SE 71st Lewisfield Terrace, The Villages, Florida 32162 has named JANE A. STOVALL located at 17112 SE 71st Lewisfield Terrace, The Villages, Florida 32162 as its agent to accept service of process within Florida.

Dated: This 14th day of January 2006

Jane A. Stovall, member
Jane A. Stovall, Member
The Villages Visiting Baby, LLC

Kathleen V. Lilly, Member
Kathleen V. Lilly, Member
The Villages Visiting Baby, LLC

2006 JAN 18 PM 5:15
SECRETARY OF STATE
DIVISION OF CORPORATE FILING

SECOND having been named to accept service of process for the above named Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: This 12th day of January 2006.

Jane A. Stovall, Res. Agent
Jane A. Stovall, Res. Agent