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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

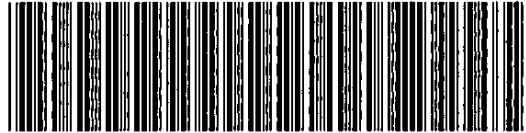
(Business Entity Name)

(Document Number)

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

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LO6-112416  
JR

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BROWN-TUCHMAN, LLC  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Dominique A. Payton, CLAS

(Contact Person)

Jones Foster Johnston & Stubbs PA

(Firm/Company)

505 S. Flagler Drive, Suite 1100

(Address)

West Palm Beach, FL 33401

(City, State and Zip Code)

For further information concerning this matter, please call:

David E. Bowers, Esq. at ( 561 ) 659-3000

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input checked="" type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|---|---|---|---|

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

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## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company:


FIRST: The name of the unincorporated business immediately prior to filing this document was: BROWN-TUCHMAN GENERAL PARTNERSHIP.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: September 9, 1988
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

BROWN-TUCHMAN, LLC

  
Signature of a Member or an Authorized Representative of a  
Member (in accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JEFFREY B. BROWN  
Typed or Printed Name of Signee

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**ARTICLES OF ORGANIZATION  
OF  
BROWN-TUCHMAN, LLC**

**ARTICLE I - NAME**

The name of the limited liability company is "BROWN-TUCHMAN, LLC."

**ARTICLE II - DURATION**

The limited liability company shall exist from the date of the filing of the Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the limited liability company is:

BROWN-TUCHMAN, LLC  
4520 Donald Ross Road  
Suite 200  
Palm Beach Gardens, FL 33418

**ARTICLE IV - REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company is:

Jeffrey B. Brown, M.D.  
4520 Donald Ross Road  
Suite 200  
Palm Beach Gardens, FL 33418

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## **ARTICLE V - ADDITIONAL MEMBERS**

Additional members may be admitted to the limited liability company upon the unanimous agreement of all members of the limited liability company.

## **ARTICLE VI - CONTINUATION OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

## **ARTICLE VII - MANAGEMENT**

The limited liability company is to be managed by its members. The name and address of the managing members of the limited liability company:

Jeffrey B. Brown, M.D.  
Michael M. Tuchman, M.D.  
4520 Donald Ross Road  
Suite 200  
Palm Beach Gardens, FL 33418

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SECRETARY OF STATE  
PALM BEACH, FLORIDA

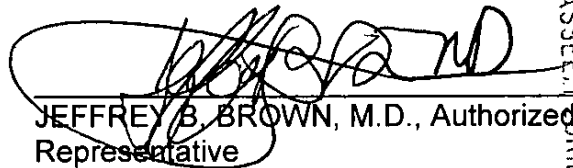
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**ARTICLE VIII – AUTHORIZED REPRESENTATIVE**

The representative authorized to sign these Articles on behalf of the member is:

Jeffrey B. Brown, M.D.  
4520 Donald Ross Road  
Suite 200  
Palm Beach Gardens, FL 33418

IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this 14 day of November, 2006.

  
JEFFREY B. BROWN, M.D., Authorized  
Representative

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STATE OF FLORIDA       )  
                                      )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 14 day of November 2006, by Jeffrey B. Brown, M.D., who is known personally to me.

  
Notary Public State of Florida

My Commission Expires:



Mary Ann Rahe  
MY COMMISSION # DD206129 EXPIRES  
May 7, 2007  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In pursuance of Chapter 48.091, Florida Statutes, BROWN-TUCHMAN, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the Palm Beach Gardens, County of Palm Beach, State of Florida, has named as its agent to accept service of process within this state:

Jeffrey B. Brown, M.D.  
4520 Donald Ross Road  
Suite 200  
Palm Beach Gardens, FL 33418

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: November 14, 2006

  
JEFFREY B. BROWN, M.D.

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TALLAHASSEE, FLORIDA

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