

LOT 0000 70293

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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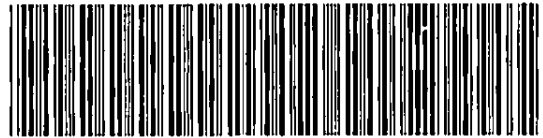
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FL

*[Handwritten signature]*

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: \_\_\_\_\_

Palm Bay Urgent Care, P.L.  
(Name of Limited Liability Company)

The enclosed Articles of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stanley Dzieczic  
(Name of Person)

D-Med, P.A.  
(Firm/Company)

12375 Grumman Way  
(Address)

Port St. Lucie, FL 34987  
(City/State and Zip Code)

For further information concerning this matter, please call:

Stanley Dzieczic at 772, 626-3018  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee and Certificate of Dissolution

☒ \$55.00 Filing Fee, Certificate of Dissolution &  
Certified Copy (additional copy is enclosed)

**Mailing Address:**

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

**Street Address:**

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

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ARTICLES OF DISSOLUTION  
FOR  
A LIMITED LIABILITY COMPANY

1. The name of a limited liability company is

Palm Bay Urgent Care, P.L.

2. The Articles of Organization were filed on 3 July 2007 and assigned

document number L07000070293

3. The delayed effective date the dissolution if not effective on the date of filing:

(effective date cannot be prior to or more than 90 days later than date document is received for filing)

**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.

4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 605.0707, Florida Statutes, (copy 605.0707 on back cover letter).

Palm Bay Urgent Care P.L. was sold  
05 Jan 2022 to SBM CARE, LLC  
see attached purchase agreement/Resolution  
and SBM CARE, LLC filing in FL Div Corp.

5. If there are no members, enter the name and address of the person appointed to wind up the company's activities and affairs:

SBM CARE  
MANAGER

Yitzchok Gold  
10019 Reisterstown Rd  
Owings Mills, MD 21117

6. Signature of an authorized person or if there are no members, the signature of the person appointed and listed above to wind up the company's activities and affairs:

Stanley Dziedzic  
Signature

Stanley Dziedzic  
Printed Name

FILING FEE: \$25.00

Registered Agent  
on file for  
Palm Bay Urgent Care P.L.

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**SBMCARE, LLC**  
**RESOLUTION OF MEMBERS**  
**IN LIEU OF A SPECIAL MEETING**

**January 25, 2022**

**WHEREAS**, the member(s) of SBMCARE, LLC, a Maryland limited liability company (the "**Company**"), deems it to be in the best interests of the Company to purchase one hundred percent (100%) of the membership interests (the "**Membership Interest**") of Palm Bay Urgent Care, P.L., a Florida professional limited liability company (the "**Target**"), as evidenced by the Membership Interest Purchase Agreement, effective as of January 25, 2022, by and between Company and the Target's sole member, D-MED, P.A., attached hereto as Attachment A (the "**Purchase Agreement**"); and

**WHEREAS**, the member(s) of the Company have approved the terms of the Purchase Agreement and have resolved that the purchase of the Target is advisable and in the best interests of the Company and its member(s).

**NOW THEREFORE LET IT BE:**

**RESOLVED**, that the form, terms, and provisions of the Purchase Agreement, including all exhibits and schedules attached thereto, be, and hereby are, approved;

**RESOLVED**, that the purchase of the Target is hereby approved by the member(s) of Company;

**RESOLVED**, that the member(s) of the Company (each such person, an "**Authorized Person**") be, and hereby is, authorized and empowered to execute and deliver the Purchase Agreement, including all exhibits and schedules attached thereto, in the name and on behalf of the Company with such additions, deletions, or changes therein (including, without limitation, any additions, deletions, or changes to any schedules or exhibits thereto) as the Authorized Person executing the same shall approve (the execution and delivery thereof by the Authorized Person to be conclusive evidence of his or her approval of any such additions, deletions, or changes);

**RESOLVED**, that the Company be, and hereby is, authorized and empowered to perform all of its obligations under the Asset Purchase Agreement, including but not limited to, the Asset Purchase;

**RESOLVED**, that each Authorized Person be, and hereby is, authorized and empowered to take all such further actions and to execute and deliver all such further agreements, certificates, instruments, and documents, in the name and on behalf of the Company; to pay or cause to be paid all expenses; to take all such other actions as the Authorized Person shall deem necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

**RESOLVED**, that any actions taken by such Authorized Person prior to the date of the foregoing resolutions adopted herein that are within the authority conferred on the Authorized Person are hereby ratified, confirmed, and approved as the acts and deeds of the Company; and

**RESOLVED**, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Person to take all actions necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

This Resolution of the Members in Lieu of a Special Meeting is executed as of the date first written above. — DocuSigned by:

*Mark Gold*  
— F3ED4ABC4EB14E8

**Member Signature**

Mark Gold

**Printed Name**

Principal

**Title**

9/7/2022

**Date**

N/A

**Number of Shares**