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(City/State/Zip/Phone #)

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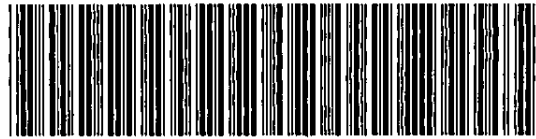
(Business Entity Name)

(Document Number)

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08 FEB - 8 PM 4:43

DEPARTMENT OF STATE
DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA

FILED

08 FEB - 8 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

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EXAMINER



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February 8, 2008

CORPORATION NAME (S) AND DOCUMENT NUMBER (S)

Huntingdon Healthcare, Inc. into Huntingdon Healthcare, LLC

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
	Profit
	Non Profit
	Limited Liability
	Domestication
X	Other - Conversion

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
Huntingdon Healthcare, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a 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 February 13, 2003
(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:

doesn't apply

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

Huntingdon Healthcare, LLC

(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 8th day of February 2008

Signature of Authorized Person: _____



Printed Name: Thomas F. Hudgins Title: Registered Agent

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 FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Huntingdon Healthcare, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:12734 Kenwood LaneSuite 84Fort Myers, FL 33907**Mailing Address:**12734 Kenwood LaneSuite 84Fort Myers, FL 33907**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Thomas F. Hudgins, Esq.2800 Davis Boulevard, Suite 203Florida street address (P.O. Box **NOT** acceptable)Naples 34104FL

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in

Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:**"MGR" = Manager****"MGRM" = Managing Member****Name and Address:****MGRM****Dr. Thomas Uttley****1002 Clarellen****Fort Myers, FL 33919****MGRM****Judi Uttley****1002 Clarellen****Fort Myers, FL 33919**

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____**(OPTIONAL)****(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)****REQUIRED SIGNATURE:**
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.)****Thomas F. Hudgins, Esq.**

Typed or printed name of signee

Filing Fees:**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent****\$ 30.00 Certified Copy (Optional)****\$ 5.00 Certificate of Status (Optional)**