

L0800000/5268

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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J. BRYAN

FEB 12 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Tim's Health Care Club, 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:

H. Price Poole, Jr.

(Contact Person)

Poole & Poole, P.A.

(Firm/Company)

P.O. Box 1280 (303 Centre St., #200)

(Address)

Fernandina Beach, FL 32035

(City, State and Zip Code)

For further information concerning this matter, please call:

H. Price Poole, Jr.

(Name of Contact Person)

at (904) 261-0742

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
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
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:

Tim's Health Care Club, Inc. #P08000001836

(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 January 7, 2008

(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**:

Tim's Health Care Club, LLC

(Enter Name of Florida Limited Liability Company)

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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 17th day of February 2008.

Signature of Authorized Person: _____



Printed Name: Timothy Poynter Title: Managing Member

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)

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ARTICLES OF ORGANIZATION OF TIM'S HEALTH CARE CLUB, LLC

ARTICLE I

NAME

The name of the limited liability company is TIM'S HEALTH CARE CLUB, LLC.

ARTICLE II

ADDRESS

The mailing address of the Limited Liability Company's principal office is 3967 First Avenue, Fernandina Beach, FL 32035.

The street address of the Limited Liability Company's principal office is 3967 First Avenue, Fernandina Beach, County of Nassau, of Florida.

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have

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and to exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To own, develop, invest in, manage, buy and sell real estate

4. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

5. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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ARTICLE V

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the managing member of this limited liability company. This Article may be amended only by the unanimous consent of all of the members of the limited liability company.

ARTICLE VI

MANAGEMENT

The Limited Liability Company is to be managed by the member who is designated, appointed or elected to act as the managing member in accordance with the Operating Agreement of the Limited Liability Company.

The managing member shall carry out and further the decisions and actions of the managing members made under the Operating Agreement and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages, and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred, or evidenced, that are necessary, appropriate, or beneficial to carry out or further those decisions or actions.

ARTICLE VII

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous

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consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

In accordance with Florida Statute Section 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of TIM'S HEALTH CARE CLUB, LLC.

ARTICLE VIII.

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of the business of the

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limited liability company, the month and day of the commencement date being the date these Articles are executed.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares. A member will not be personally liable for any debts or losses of the limited liability company beyond his or her or its respective capital contributions, unless agreed to in writing by all of the members.

ARTICLE IX

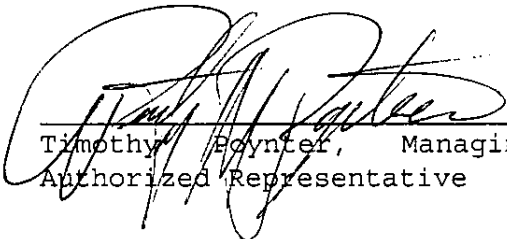
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 303 Centre Street, Suite 200, City of Fernandina Beach, County of Nassau, State of Florida, and the name of the company's initial registered agent at that address is H. Price Poole, Jr., Esquire.

In accordance with F.S. 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned at Fernandina Beach, Florida, on

February 7, 2008.



Timothy Poynter, Managing Member
Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

State of Florida
County of Nassau

UNDER THE PROVISIONS OF F.S. 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the limited liability company is TIM'S HEALTH CARE CLUB, LLC.

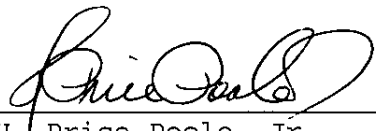
The name and the Florida street address of the registered agent are:

H. Price Poole, Jr..
POOLE & POOLE, P.A.
303 Centre Street, Suite 200,
Fernandina Beach, FL 32034

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 obligation of my position as registered agent.

TIM'S HEALTH CARE CLUB, LLC


Date: 2/8/2008



H. Price Poole, Jr.
POOLE & POOLE, P.A.
303 Centre Street, Suite 200
Fernandina Beach, FL 32034

The foregoing instrument was acknowledged before me this 8th day of February, 2008, by H. Price Poole, Jr., agent on behalf of TIM'S HEALTH CARE CLUB, LLC, a limited liability company. He is personally known to me.

(SEAL)



Name: **FRANCES G. BURGESS**
Notary Public, State of Florida
My commission expires:



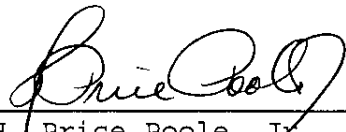
FRANCES G. BURGESS
Commission DD 634049
Expires March 16, 2011
Bonded Thru Troy Fair Insurance 800-385-7019

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CONSENT TO SERVE AS REGISTERED AGENT
FOR
TIM'S HEALTH CARE CLUB, LLC

Having been named in the state of Florida as registered agent and to accept service of process for the above stated Limited Liability corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 2/8/2008



H. Price Poole, Jr.
303 Centre Street
Suite 200
Fernandina Beach, FL 32034
(904) 261-0742

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