

**L08000096478**

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

\_\_\_\_\_  
(Business Entity Name)

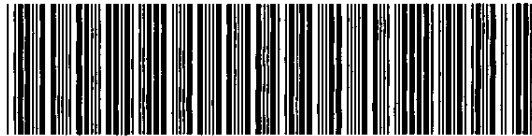
\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



**600136668336**

10/10/08--01028--010 \*\*150.00

**FILED**

**2008 OCT 10 AM 2:19**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

*cf 10-13*

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Brianne C. Desantis D.M.D., M.S., P.L.  
(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:

Jeremy S. Sloane, Esq.  
(Contact Person)

Akerman, Senterfitt & Eidson, P.A.  
(Firm/Company)

420 South Orange Ave., Suite 1200  
(Address)

Orlando, FL 32801  
(City, State and Zip Code)

For further information concerning this matter, please call:

Jaime Tucker at ( 407 ) 419-8443  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input checked="" 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 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

FILED

2008 OCT 10 AM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

The undersigned hereby submits this Certificate of Conversion of BRIANNE C. DESANTIS D.M.D., M.S INC., a Florida corporation (the "Other Business Entity"), in order to convert the Other Business Entity into a Florida professional limited liability company in accordance with §608.439, Florida Statutes and the Florida Professional Limited Liability Company Act.

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

**BRIANNE C. DESANTIS D.M.D., M.S INC.**

2. The Other Business Entity is a corporation first incorporated under the laws of the State of Florida on July 17, 2007.

3. The name of the Florida professional limited liability company into which the Other Business Entity is being converted (the "PLLC"), as set forth in the attached Articles of Organization, is:

**BRIANNE C. DESANTIS D.M.D., M.S., P.L.**

4. This Certificate of Conversion shall be effective upon filing hereof with the Department of State of the State of Florida.

5. The conversion contemplated by this Certificate of Conversion is permitted by the laws of the jurisdiction that enacted the statute or other applicable law governing the other business entity and the other business entity complied with such laws and the requirements of the Florida Professional Limited Liability Company Act in effecting the conversion.

6. The conversion has been approved in the manner provided for by the governing documents of the Other Business Entity and applicable law, and the Articles of Organization of the PLLC have been approved by the same authorization required to approve the conversion.

Signed this 16th day of September, 2008.

**BRIANNE C. DESANTIS D.M.D., M.S INC.**

By:   
Brianne C. DeSantis, President

**BRIANNE C. DESANTIS D.M.D., M.S., P.L.**

By:   
Brianne C. DeSantis, President  
(((F080902275623)))

**ARTICLES OF ORGANIZATION OF  
BRIANNE C. DESANTIS D.M.D., M.S., P.L.  
(a Florida Professional Limited Liability Company)**

FILED  
2008 OCT 10 AM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the limited liability company (the "Company") is:

**BRIANNE C. DESANTIS D.M.D., M.S., P.L.**

**ARTICLE II - ADDRESS**

The mailing address of the Company is: 104 River Lane, Ormond Beach, Florida 32176.

The street address of the principal office of the Company is: 104 River Lane, Ormond Beach, Florida 32176.

**ARTICLE III – EXISTENCE AND DURATION**

The Company shall commence its existence on the date that these Articles of Organization are filed and its duration shall be perpetual, unless earlier dissolved in accordance with the operating agreement of the Company, as amended from time to time.

**ARTICLE IV – REGISTERED AGENT**

The name and street address of the initial registered agent of the Company is: Brianne C. DeSantis, 104 River Lane, Ormond Beach, Florida 32176.

**ARTICLE V – PURPOSES**

A. The purposes for which the Company is formed shall consist solely of the following:

(i) To render professional services in the field of orthodontics, including but not limited to services relating to the development, prevention, and correction of irregularities of the teeth, bite, and jaws; and

(ii) To engage in any lawful acts or activities and to exercise any powers permitted to limited liability companies organized under the PLLC Act, to the extent such acts or activities are both (1) related to or incidental to and necessary, appropriate, or convenient for the accomplishment of the foregoing purposes; and (2) otherwise permitted of professional limited liability companies under the PLLC Act.

B. For purposes of clarity and notwithstanding anything contained in this Article V, nothing in these Articles of Organization shall be interpreted to prohibit the Company from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services.

**IN WITNESS WHEREOF**, the undersigned Managing Member has caused these Articles of Organization to be duly executed as of the 16th day of September, 2008.

**BRIANNE C. DESANTIS D.M.D., M.S., P.L.**

By:   
Brianne C. DeSantis, Managing 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.)

FILED  
2009 OCT 10 AM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT ACCEPTANCE**

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, Florida Statutes.

By:   
Brianne C. DeSantis  
September 16, 2008

FILED  
2008 OCT 10 AM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT  
OF  
SOLE SHAREHOLDER AND SOLE DIRECTOR  
OF  
BRIANNE C. DESANTIS D.M.D., M.S, INC.**

September 16, 2008

Pursuant to the Florida Business Corporation Act, the undersigned, being and constituting the sole shareholder and sole director of BRIANNE C. DESANTIS D.M.D., M.S., INC., a Florida corporation (the "Company"), does hereby consent to the following actions to be taken without a meeting:

RESOLVED, that it is in the best interest of the Company to convert from a Florida corporation into BRIANNE C. DESANTIS D.M.D., M.S., P.L., a Florida professional limited liability company (the "PLLC");

RESOLVED, that the sole shareholder and sole director of the Company has reviewed each of the following proposed documents (collectively, the "Conversion Documents"): (i) State of Florida Certificate of Conversion for "Other Business Entity" into Limited Liability Company; and (ii) State of Florida Articles of Organization for the PLLC.

FURTHER RESOLVED, that the form, terms and provisions of the Conversion Documents are in all respects approved;

FURTHER RESOLVED, that Brianne C. DeSantis is hereby authorized and directed to execute and file the Conversion Documents with the Department of State of the State of Florida, and to take such other and further actions as may be necessary in her sole opinion in connection with the Conversion.

SOLE SHAREHOLDER & SOLE DIRECTOR:

  
\_\_\_\_\_  
Brianne C. DeSantis

2008 OCT 10 AM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED