

L080000111905

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

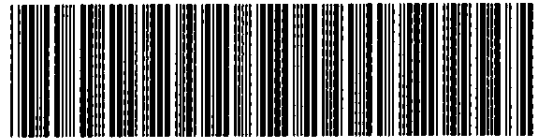
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12/12/08--01005--002 **133.50

12/04/08--01015--014 **113.75

RECEIVED
08 DEC -4 AM 11:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 DEC -5 PM 12:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
DEC 15 2008
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 4, 2008

HOLLAND & KNIGHT

SUBJECT: KFORCE HEALTHCARE FLEX, LLC
Ref. Number: W08000054100

Corrected
12/5/08

OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08 DEC -5 PM 3:16

RECEIVED

We have received your document for KFORCE HEALTHCARE FLEX, LLC and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 108A00059237

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OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 4, 2008

HOLLAND & KNIGHT

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RECEIVED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 DEC -5 PM 12:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Holland & Knight, LLP	
Requestor's Name	
315 South Calhoun Street, Suite 600	
Address	
Tallahassee, FL 32301	425-5686
City/State/Zip	Phone #

Office Use Only.

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Kforce Healthcare Flex, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

08 DEC 15 PM 12:35
 FILED
 TALLAHASSEE, FLORIDA

- ☐ Walk in
 ☐ Pick up time _____
 ☐ Certified Copy
☐ Mail out
 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other <u>Conversion</u>

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Certification of Conversion

For

Florida Profit Corporation

Into

Florida Limited Liability Company

FILED
08 DEC -5 PM 12:35
TALLAHASSEE, FLORIDA

PU8000090234

This Certification of Conversion and the attached Articles of Organization and Agreement and Plan of Conversion are submitted to convert the following Florida Profit Corporation into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is Kforce Healthcare Flex, Inc.
2. The Florida Profit Corporation is a corporation incorporated under the laws of the State of Florida on October 2, 2008.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Kforce Healthcare Flex, LLC.
4. This Certificate of Conversion is effective as of the date of filing.

Signed this 5th day of December, 2008.

KFORCE HEALTHCARE FLEX, INC.

By: DAVID M. KELLY

Name: David M. Kelly

Title: Vice President

KFORCE HEALTHCARE FLEX, LLC.

By: DAVID M. KELLY

Name: David M. Kelly

Title: Authorized Representative of the Member

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08 DEC -5 PM 12:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
KFORCE HEALTHCARE FLEX, LLC**

The undersigned authorized representative of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be Kforce Healthcare Flex, LLC (the "Company").

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose of the Company shall be to carry on any lawful business, purpose or activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

1001 East Palm Avenue
Tampa, Florida 33605

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

CT Corporation System
1200 S. Pine Island Road
Plantation, Florida 33324

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415(2), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Company shall be manager managed, in accordance with the Company's operating agreement. The removal and replacement of the managers and the rights and duties of the managers shall be as set forth in the Company's operating agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 27th day of October, 2008.

A handwritten signature in black ink, appearing to read 'DMK', is written over a horizontal line.

David M. Kelly, Authorized Representative

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

Pursuant to Chapter 608.415, Florida Statutes, or other more applicable statute, the following is submitted: That Kforce Healthcare Flex, LLC, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 1200 S. Pine Island Road, Plantation, Florida 33324, has named CT Corporation System, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position, as provided in the Florida Limited Liability Company Act.

Dated: October 27, 2008

CT CORPORATION SYSTEM

By: Barbara A. Burke

Name: Barbara A. Burke
Special Assistant Secretary

Title: _____

5657840_v2