

L09000045488

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RECEIVED  
09 MAY 11 PM 4:11  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
09 MAY 11 AM 8:15  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR  
MAY 12 2009  
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 988665 4330898  
AUTHORIZATION : *Spurlockman*  
COST LIMIT : \$ 180.00

FILED  
09 MAY 11 AM 8:15  
TALLAHASSEE, FLORIDA

ORDER DATE : May 11, 2009  
ORDER TIME : 1:38 PM  
ORDER NO. : 988665-005  
CUSTOMER NO: 4330898

DOMESTIC AMENDMENT FILING

NAME: CO-ORDINATED BENEFIT PLANS,  
INC.

EFFECTIVE DATE:

XXX\_\_ ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER'S INITIALS: \_\_\_\_\_

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

FILED  
09 MAY 11 AM 8:15  
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.

680155

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: Co-ordinated Benefit Plans, 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 July 23, 1980  
(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:

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

Co-ordinated Benefit Plans, 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 3/14 day of March 20 09.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: [Signature]  
Printed Name: Suzanne Whalen Title: Chief Executive Officer

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: [Signature]  
Printed Name: H.A. Chadwick Title: Chairman

Signature: [Signature]  
Printed Name: Suzanne Whalen Title: Chief Executive Officer

Signature: [Signature]  
Printed Name: Kevin Leys Title: Director

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**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  
OF  
CO-ORDINATED BENEFIT PLANS, LLC**

FILED  
09 MAY 11 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a Manager of Co-ordinated Benefit Plans, LLC does hereby execute these Articles of Organization for the purpose of forming a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, F.S. 608.401, et seq.

**ARTICLE I**

**Name**

The name of the limited liability company is "Co-ordinated Benefit Plans, LLC".

**ARTICLE II**

**Mailing and Street Address**

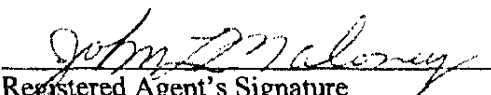
The mailing and street address of the principal office of the limited liability company is 26133 US Highway 19N, Suite 400, Clearwater, Florida 33763.

**ARTICLE III**

**Registered Agent, Registered Office, and Registered Agent's Signature**

The name and Florida street address of the registered agent is John L. Maloney, 3862 Central Avenue, St. Petersburg, Florida 33711. The registered office in the State of Florida is 26133 US Highway 19N, Suite 400, Clearwater, Florida 33763.

*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.*

  
Registered Agent's Signature

**ARTICLE IV**  
**Managers Name and Street Address**

The name and address of each of the Managers of the limited liability company is:

MGR	Suzanne Whalen 43 Goodwin Terrace Westwood, NJ 07675
MGR	Kevin H. Leys 310 Spier Avenue Allenhurst, NJ 07711
MGR	Harry A. Chadwick 34 Philly Run Drive Weaverville, NC 28787

**IN WITNESS WHEREOF**, under penalties of perjury, in accordance with Section 608.408(3), Florida Statutes, the undersigned Member, on this 31<sup>st</sup> day of March, 2009, declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

EQUINOX MANAGEMENT GROUP, INC

By: \_\_\_\_\_

  
Suzanne Whalen, President