

L10000021403

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

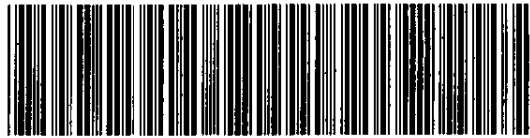
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer: **\$125.00**

Office Use Only



200163758572

02/15/10--01009--014 **185.00

FILED
2010 FEB 24 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

FEB 25 2010

EXAMINER

Dr. David J. Price
2065 NW 15th Place
Delray Beach, FL 33445

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

February 19th, 2010

Gentlemen:

RE: Traumatic Brain Injury Centers

On August 21, 2009, we formed Traumatic Brain Injury Centers, Inc. as a non-profit corporation. The corporation was issued with the number N09000008282. We wish to dissolve this entity and to form a new entity which shall be named Traumatic Brain Injury Centers, LLC and which will be a for-profit entity.

I am writing to you in my capacity as the Incorporator of Traumatic Brain Injury Centers, Inc., which is to be dissolved, and as the Organizer of Traumatic Brain Injury Centers, LLC.

As the Incorporator of Traumatic Brain Injury Centers, Inc, which is to be dissolved by the enclosed forms, it is my intention that the name "Traumatic Brain Injury Centers" be immediately made available for the formation of Traumatic Brain Injury Centers, LLC only and accordingly state that as Incorporator, I relinquish all right and title to that name to Traumatic Brain Injury Centers to the LLC for which Articles of Organization are enclosed and will not any attempt to claim that name through any other means or procedure.

We have enclosed the following:

1. Articles of Dissolution for Traumatic Brain Injury Centers, Inc.
2. Articles of Organization for Traumatic Brain Injury Centers, LLC
3. Letter dated February 16, 2010 from the Florida Department of State indicating that the amount of \$185 which is being held by your Department pending resolution of this matter. The total fees for the above filings total \$160.00. Please refund the balance.

Very truly yours



Dr. David J. Price.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2010

DAVID W. SOUTHWELL CPA, PLLC
16191 NW 57TH AVE.
MIAMI, FL 33014

SUBJECT: TRAUMATIC BRAIN INJURY CENTERS, LLC
Ref. Number: W10000007832

We have received your document for TRAUMATIC BRAIN INJURY CENTERS, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes prohibit a Florida non-profit corporation from converting into a Florida limited liability company, profit corporation, partnership, limited liability partnership, limited partnership or limited liability limited partnership. A Florida non-profit corporation may be a party to a merger involving one or more of these types of business entities; however, the Florida non-profit corporation must be the surviving entity.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 510A00003871

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Traumatic Brain Injury Centers, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

David W. Southwell

Name of Person

David W. Southwell CPA, PLLC

Firm/Company

16191 NW 57th Avenue

Address

Miami, Florida 33014

City/State and Zip Code

david@southwellcpa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David W. Southwell

Name of Person

at (**305**)

621-0220

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Traumatic Brain Injury Centers, LLC

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

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

2065 NW 15th Place
Delray Beach, Fla 33445

2065 NW 15th Place
Delray Beach, Fla 33445

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:

David W. Southwell CPA, PLLC

Name

16191 NW 57th Avenue

Florida street address (P.O. Box NOT acceptable)

Miami, FL 33014 FL

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)

FILED
2010 FEB 24 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2010 FEB 24 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Mgr

Dr. David J. Price

2065 NW 15th Place

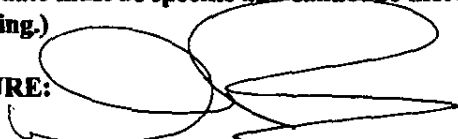
Delray Beach, Fla 33445

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 2/18/2010 (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.)

David J. Price

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)