

L1000000 97616

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

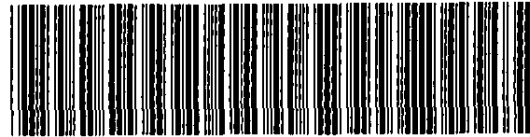
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800183935718

09/17/10--01033--015 **150.00

RECEIVED

10 SEP 17 PM 1:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 SEP 17 PM 3:15

B. KOHR

SEP 17 2010

EXAMINER

Gardner Law Firm

Requester's Name

1300 Thomaswood Drive

Address

Tallahassee FL 32308 385-0070

City/State/Zip

Phone #

Office Use Only

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 17 PM 3:15

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

1. Kent Care LLC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Kent Care, 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:

Michael P. Bist

(Contact Person)

Gardner, Bist, Wiener, Wadsworth & Bowden, P.A.

(Firm/Company)

1300 Thomaswood Drive

(Address)

Tallahassee, Florida 32308

(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Michael P. Bist

(Name of Contact Person)

at (850) 385-0070

(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

RECEIVED
DIVISION OF CORPORATIONS
10 SEP 17 PM 3 15

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

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
10 SEP 17 PM 3 15

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:

Kent Care, LLC
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company.
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on 09/10/2004.
(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:

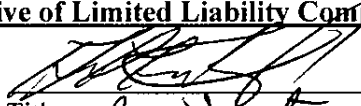
4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Kent Care, 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 7th day of September 2010.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 

Printed Name: Art Kimbrough

Title: President

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

Signature: /s/ ART KIMBROUGH

Printed Name: Art Kimbrough

Title: President

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 17 PM 3:15

ARTICLES OF ORGANIZATION OF KENT CARE, LLC

The undersigned certifies that they have determined, for the purpose of becoming a limited liability company under the laws of the State of Florida, to provide for the formation, rights, privileges, and immunities of limited liability companies for profit. They further declare that the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Kent Care, LLC, and its principal office shall be located at 2910 Russ Street, Marianna, Florida 32446, but it shall have the power and authority to relocate its office at any other place or places as the members may designate. The mailing address of the limited liability company is 2910 Russ Street, Marianna, Florida 32446.

ARTICLE II 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 and 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 purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. 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 capability 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 information, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transaction 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.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised under the authority of, and under the direction of, the members of this limited liability company. This Article may be amended from time to time in the Amended and Restated Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company. The company shall have two Classes of Units – Class A Units and Class B Preferred Units. Holders of the then-outstanding contributed and not returned capital of the company represented by Class A Units shall have one vote for each Unit and shall have the right to elect two (2) Managers as provided in the Amended and Restated Operating Agreement. Holders of the then-outstanding contributed and not returned capital of the company represented by Class B Preferred Units, shall have one vote for each Unit and shall have the right to elect three (3) Managers, or one (1) Manager who shall have three (3) votes, as provided in the Amended and Restated Operating Agreement. As to all voting matters, a majority of the Units (“majority in interest of the members”) entitled to vote as to each Class of Units, represented in person or by written consent, shall constitute a quorum at a meeting of members, except as otherwise prescribed by law or by the Articles of Organization of the company.

ARTICLE IV MANAGEMENT

The business and affairs of this limited liability company shall be managed by at least three (3) and no more than five (5) Managers who shall serve on the Management Committee. A Manager need not be a member of the company. A majority of the duly elected Managers shall constitute a quorum and decisions of the Management Committee shall be by majority vote. Once a decision has been approved by the Management Committee, each Manager shall have the authority to act independently to implement that decision, pursuant to the terms of this Agreement and the decision rendered by the Management Committee. The Class A members shall elect no more than two (2) Managers, one of whom shall be a licensed funeral home director or embalmer, and one of whom shall be a member who is one of the company's business or financial professionals; and the Class B Preferred members shall elect three (3) Managers, or in the alternative, the Class B Preferred members may elect one (1) Manager who shall have three (3) votes on the Management Committee. None of the Managers serving on the Management Committee may be related to another Manager serving on the Management Committee by either blood or marriage. The name and address of the persons who shall serve as the managers until their successors are elected and qualified are as follows:

Charles Kent, Sr.
2910 Russ Street
Marianna, Florida 32446

Art Kimbrough
2910 Russ Street
Marianna, Florida 32446

Steve Smith
2910 Russ Street
Marianna, Florida 32446

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous 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 as provided in the Amended and Restated Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or 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 as provided in the Amended and Restated Operating Agreement.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions shall be paid to the limited liability company by each of the members, to correspond with the amount of their ownership interest. Additional contributions will be made as required for investment purposes, as provided in the Amended and Restated Operating Agreement. Members will make contributions in prorata shares equal to their ownership interests.

**ARTICLE VII
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 a distributive share of the profits equal to their ownership interest as reflected on the books of the limited liability company. The distributive share of the profits shall be determined and paid to the members as agreed to by the members.

(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 shares equal to their ownership interests as reflected on the books of the limited liability company.

**ARTICLE VIII
DURATION**

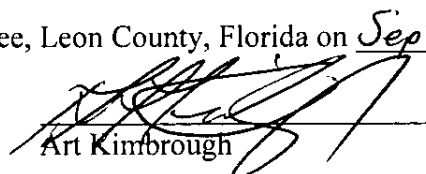
This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the Amended and Restated Operating Agreement adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1300 Thomaswood Drive, Tallahassee, Florida 32308, and the name of the company's initial registered agent at that address is Michael P. Bist.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the _____ Articles of Organization of Kent Care, LLC.

Executed by the undersigned at Tallahassee, Leon County, Florida on Sept. 7, 2010.



Art Kimbrough

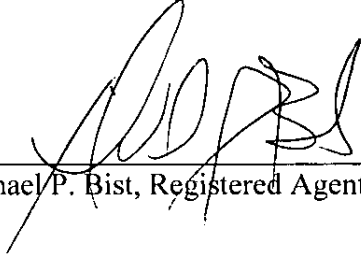
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OF THE FLORIDA LIMITED LIABILITY COMPANY ACT, THE LIMITED LIABILITY COMPANY IDENTIFIED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Kent Care, LLC.
2. The name and the Florida street address of the registered agent for Kent Care, LLC are: Michael P. Bist, 1300 Thomaswood Drive, Tallahassee Florida 32308.

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.

DATED: September 7, 2010



Michael P. Bist, Registered Agent