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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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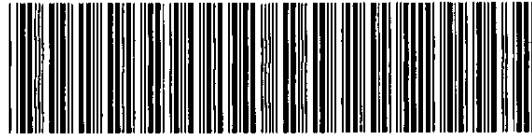
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATION  
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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Glassman Medical Real Estate 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:

Martin J. Nash, Esq.  
(Contact Person)

Adorno & Yoss, LLP  
(Firm/Company)

2525 Ponce de Leon Boulevard, Suite 400  
(Address)

Coral Gables, Florida 33134  
(City, State and Zip Code)

mjn@adorno.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Martin J. Nash at (305) 460-1000  
(Name of Contact Person) (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

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

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:

Glassman Medical Real Estate Trust

GPI000001179

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a General Partnership

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of State of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on May 7, 1996

(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**:

Glassman Medical Real Estate, 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 16 day of September 20<sup>10</sup>

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

Signature of Member or Authorized Representative: [Signature]  
Printed Name: Sharon Glassman Title: Manager Member

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

Signature: [Signature]  
Printed Name: Sharon Glassman Title: Partner

Signature: [Signature]  
Printed Name: Jerome Glassman Title: Partner

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)

**ARTICLES OF ORGANIZATION  
OF  
GLASSMAN MEDICAL REAL ESTATE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I  
NAME**

The name of the limited liability company is Glassman Medical Real Estate, LLC (the "Company").

**ARTICLE II  
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 2801 S.W. College Road, Unit 18, Ocala, FL 34474.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is Debra Fowler, 2801 S.W. College Road, Unit 18, Ocala, FL 34474.

**ARTICLE IV  
DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V  
MANAGEMENT**

The Company shall be a manager managed limited liability company. The initial manager shall be Sharon Glassman.

**ARTICLE VI  
PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

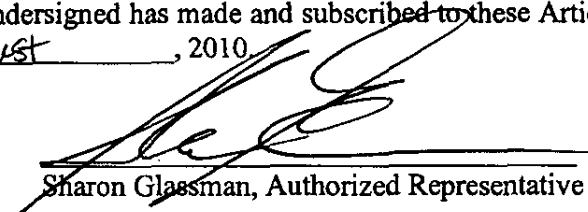
**ARTICLE VII  
RESTRICTIONS ON MEMBERSHIP**

Members shall be admitted to the Company upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

**ARTICLE VIII  
AMENDMENT**

The Articles may be amended only in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 19<sup>th</sup> day of August, 2010.

  
Sharon Glassman, Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Glassman Medical Real Estate, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

By: 

Debra Fowler

Dated: August 19, 2010

## PLAN AND AGREEMENT OF CONVERSION

This Plan and Agreement of Conversion is made and entered into as of this 19<sup>th</sup> day of August, 2010, by and between Sharon Glassman and Jerome Glassman (hereinafter sometimes referred to as "Partners").

### WITNESSETH:

WHEREAS, Sharon Glassman and Jerome Glassman own 100% of the beneficial interest in Glassman Medical Real Estate Trust, a Florida general partnership; and

WHEREAS, title to the real estate is held in a Florida land trust for the benefit of the partnership; and

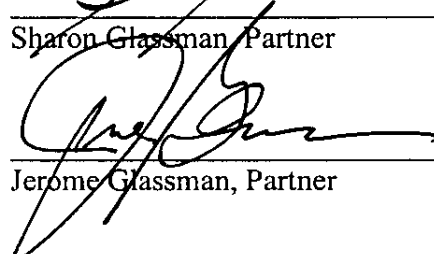
WHEREAS, the Partners desire to convert the partnership into a Florida limited liability company; and

WHEREAS, Florida Statute 608.439 permits the conversion of a partnership into a limited liability company and Florida Statute 620.8912 permits a partnership to convert to another organization.

NOW, THEREFORE in consideration of the premises, we, all the partners of the partnership entered into this Plan and Agreement of Conversion.

1. The above recitals are true and correct.
2. The name of the partnership before the conversion was Glassman Medical Real Estate Trust, a general partnership.
3. The name and form of the organization after the conversion is Glassman Medical Real Estate, LLC.
4. The terms and conditions of the conversion is that all the capital interests as of the date of conversion of the partners shall automatically constitute and be a membership interest of the same proportion as that originally existing prior to the conversion.
5. Upon the conversion of the partnership, the provisions of Section 620.8915 regarding the effect of the conversion including but not limited to the fact that title to all real estate and other property or any interest therein, owned by the converting organization at the time of its conversion remain vested in the converted organization without reversion or impairment under the act shall be effective.

IN WITNESS WHEREOF, we have executed this plan and agreement of  
conversion on this 19<sup>th</sup> day of August, 2010.

  
\_\_\_\_\_  
Sharon Glassman, Partner  
\_\_\_\_\_  
Jerome Glassman, Partner

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