

L10000132635

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

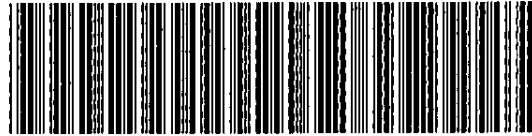
(Business Entity Name)

(Document Number)

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B. KOHR  
JAN - 8 2011  
EXAMINER

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 DEC 30 AM 9:24

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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CONTACT: RICKY SOTO

DATE: 12/30/2010

REF. #: 000150.139089.1

CORP. NAME: EXACTECH INTERNATIONAL, INC. converting to EXACTECH INTERNATIONAL, LLC

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION            | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION |   |  |
| <input type="checkbox"/> OTHER:                               |   |  |

STATE FEES PREPAID WITH CHECK# 537977 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**CERTIFICATE OF CONVERSION  
FOR  
EXACTECH INTERNATIONAL, INC.  
INTO  
EXACTECH INTERNATIONAL, LLC**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 DEC 30 AM 9:24

The undersigned duly authorized signor, on behalf of Exactech International, Inc., a Florida corporation (the "Converting Corporation"), and for the purpose of converting the Converting Corporation from a Florida corporation into a Florida limited liability company pursuant to §§607.1113 and 608.439 of the Florida Statutes, certifies that:

1. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was Exactech International, Inc.
2. The Converting Corporation was first incorporated under the laws of the State of Florida on October 20, 2000.
3. The name of the limited liability company as set forth in the Articles of Organization filed in accordance with § 608.439(2) of the Florida Statutes is Exactech International, LLC.
4. The above referenced Florida corporation has converted into a Florida limited liability company in accordance with Chapter 607 of the Florida Statutes, and the conversion complies with Chapter 608 of the Florida Statutes, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607 of the Florida Statutes.
6. The principal office address of Exactech International, LLC shall be C/O Exactech, Inc., 2320 NW 66<sup>th</sup> Court, Gainesville, FL 32653.
7. The effective date of filing for this Certificate of Conversion and the accompanying Articles of Organization shall be as of the date of filing.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion, on behalf of the Converting Corporation, as of this 30<sup>th</sup> day of December, 2010.

EXACTECH INTERNATIONAL, INC.

By: Joel C. Phillips  
Name: Joel C. Phillips

Title: Treasurer and Secretary and Authorized  
Signatory of EXACTECH INTERNATIONAL, LLC

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

**Exactech International, LLC**

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

**ARTICLE II - Address:**

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

**Principal Office Address:**

C/O Exactech, Inc.

2320 NW 66th Court

Gainesville, FL 32653

**Mailing Address:**

C/O Exactech, Inc.

2320 NW 66th Court

Gainesville, FL 32653

**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:

CorpDirect Agents, Inc.

Name

515 E. Park Avenue

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

Tallahassee,

FL 32301

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..*



Michele Holden,  
Asst. Secretary

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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**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:**

MGRM

Exactech, Inc.

2320 NW 66th Court

Gainesville, FL 32653

\_\_\_\_\_

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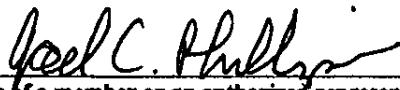
(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_.

(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

**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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Joel C. Phillips, CFO and Treasurer of Sole Member, Exactech, Inc.

Typed or printed name of signee