

L110000082395

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

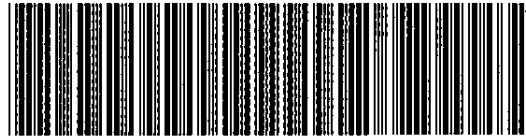
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 15 PM 3:34

T. HAMPTON
JUL 18 2011
EXAMINER

2011-35654

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FT. MYERS FL OPHTHALMOLOGY ASC, 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:

Donna M. Flammang, Esquire
(Contact Person)

Brennan, Manna & Diamond, P.L.
(Firm/Company)

3301 Bonita Beach Road, Suite 100
(Address)

Bonita Springs, FL 34134
(City, State and Zip Code)

dmflammang@bmdpl.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Donna M. Flammang at (239) 405-8672
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

BRENNAN, MANNA & DIAMOND, P.L.

3301 Bonita Beach Road ♦ Suite 100 ♦ Bonita Springs, FL 34134 ♦ www.bmdpl.com
phone (239) 992-6578 ♦ facsimile (239) 992-9328

Donna M. Flammang
direct dial: (239) 405-8672
dmflammang@bmdpl.com

VIA FIRST CLASS MAIL

July 13, 2011

Tammy Hampton
Regulatory Specialist II
Florida Department of State
Registration/Qualification Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Re: Certificate of Conversion/ Ft. Myers FL Ophthalmology ASC, LLC
Letter No. 711A00016016**

In response to your letter dated July 5, 2011, enclosed please find a completed Certificate of Conversion (LLC into another Business Entity) which has been corrected to reflect (i) the signature of the converting entity and (ii) leaving the effective date blank (so as to be effective on the date of filing), together with a copy of your letter, as requested.

Thank you for your attention to this matter. If you have any questions, please feel free to call me.

Sincerely,



Donna M. Flammang

DMF/acr
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
11 JUL 15 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 5, 2011

DONNA M FLAMMANG, ESQ
BRENNAN MANNA & DIAMOND PL
3301 BONITA BEACH RD - STE 100
BONIA SPRINGS, FL 34134

SUBJECT: FT. MYERS FL OPHTHALMOLOGY ASC, LLC
Ref. Number: W11000035658

We have received your document for FT. MYERS FL OPHTHALMOLOGY ASC, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 711A00016016

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:

FT. MYERS FL OPHTHALMOLOGY ASC, 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 Tennessee
(Enter state, or if a non-U.S. entity, the name of the country)

on July 8, 2002
(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:

N/A

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

FT. MYERS FL OPHTHALMOLOGY ASC, 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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 15 PM 3:34

Signed this 30th day of June 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: _____

Printed Name: Steven E. Smith, M.D. Title: Manager/President

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: _____

Printed Name: _____ Title: _____

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)

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11 JUL 15 PM 3:34
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Signed this 30th day of June 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 

Printed Name: Steven E. Smith, M.D. Title: Manager / President

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: 

Printed Name: Stephen E. Smith 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)

Page 2 of 2

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11 JUL 15 PM 3:34
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ARTICLES OF ORGANIZATION
OF
FT. MYERS FL OPHTHALMOLOGY ASC, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 15 PM 3:34

ARTICLE I
NAME

The name of this limited liability company is Ft. Myers Fl Ophthalmology ASC, LLC, a Florida limited liability company (the "Company").

ARTICLE II
DURATION

The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III
PURPOSE

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

ARTICLE IV
PLACE OF BUSINESS

The street address of the Company's principal office is 13501 University Drive, Suite 102, Ft. Myers, FL 33907 and its mailing address is 4225 Evans Avenue, Ft. Myers, FL 33901.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is Donna M. Flammang, Esq. The street address of the initial registered agent of the Company is 3301 Bonita Beach Road, Suite 100, Bonita Springs, Florida 34134.

ARTICLE VI
ADDITIONAL MEMBERS

Additional members to the Company may be admitted.

ARTICLE VII
MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members. The names and addresses of the

initial manager, who shall serve until the first annual meeting of the members or until his successors are elected and qualified, are

Stephen E. Smith, M.D.
4225 Evans Avenue
Fort Myers, Florida 33901


ARTICLE VIII **REGULATIONS**

The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE IX **VOTING**

The Company is authorized to issue membership units with voting rights.


The undersigned executed these Articles of Organization effective as of the 1st day of July, 2011.



Donna M. Flammang
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Donna M. Flammang

Dated: July 1, 2011

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