

LIZ 000043538

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

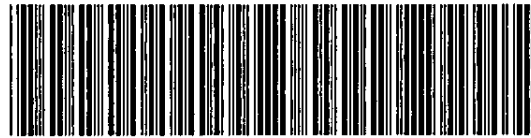
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MAR 29 2012  
**EXAMINER**



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DIVISION OF CORPORATIONS  
12 MAR 28 PM 2:56

**CLARK PARTINGTON HART  
LARRY BOND & STACKHOUSE**

ATTORNEYS AT LAW

Pensacola • Destin • Tallahassee

Harry B. Stackhouse  
Phone (850) 434-9200  
Direct Fax (850) 208-7100  
hstackhouse@cphlaw.com

March 27, 2011

VIA FEDERAL EXPRESS  
Florida Department of State  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS  
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**Re: Bay Radiology Associates P.A. –  
Conversion to Professional Limited Liability Company**

Dear Sir or Madam:

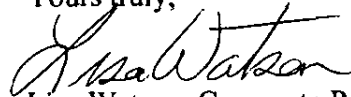
With reference to the above-referenced matter, enclosed are the following:

1. The original and one copy of Certificate of Conversion and Articles of Organization.
2. Check in the amount of \$180.00 for the following fees:

Filing Fee for Certificate of Conversion:	\$ 25.00
Filing Fee for Articles of Organization:	125.00
Certified Copy	30.00

We will appreciate your filing these documents as soon as possible and returning the certified copy to our office in the enclosed self-addressed, stamped. Please call me if you have any questions (direct #850-208-7046). Thank you for your assistance.

Yours truly,



Lisa Watson, Corporate Paralegal  
for Harry B. Stackhouse

lw/encls.

A1047419.DOC

**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.

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1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

BAY RADIOLOGY ASSOCIATES, P.A.  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a professional corporation 466829  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

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

on 12/27/1974  
(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:

BAY RADIOLOGY ASSOCIATES, P.L.  
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: date of filing  
(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.

Signed this 22<sup>nd</sup> day of March 2012.

**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: Lloyd G. Logue Title: 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: Lloyd G. Logue 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)

**ARTICLES OF ORGANIZATION**  
**OF**  
**BAY RADIOLOGY ASSOCIATES, P.L.**

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DIVISION OF CORPORATIONS  
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The undersigned, LLOYD G. LOGUE, D.O., a natural person competent to contract, licensed to render services as a doctor of medicine under the laws of the State of Florida, and a member of BAY RADIOLOGY ASSOCIATES, P.L., hereby presents these Articles of Organization as the Articles of Organization of BAY RADIOLOGY ASSOCIATES, P.L. for the formation of a professional limited liability company under the provisions of Chapters 621 and 608, Florida Statutes.

**ARTICLE I - NAME**

The name of the professional limited liability company is:

BAY RADIOLOGY ASSOCIATES, P.L.

This professional limited liability company is referred to in these articles of organization as the "Company."

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The street address of the principal office of the Company is 527 N. Palo Alto Avenue, Panama City, FL 32401, and the mailing address is Post Office Box 1770, Panama City, FL 32502.

**ARTICLE III - PURPOSES AND POWERS**

This Company is organized to engage in every phase and aspect of the business of rendering professional services that a physician duly licensed under the laws of the State of Florida to practice medicine is authorized to render, but such professional services shall be rendered only through its members, officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine therein, and for any other legal and lawful purpose for which a

professional limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date these Articles of Organization are filed with the Florida Secretary of State. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 527 N. Palo Alto Avenue, Panama City, FL 32401, and the name of the registered agent at that address is Lloyd G. Logue, D.O.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its members in accordance with the provisions of its Operating Agreement. The names and addresses of the initial member are as follows:

Lloyd G. Logue, D.O.  
527 N. Palo Alto Ave.  
Panama City, FL 32401

Gregory A. Presser, M.D.  
527 N. Palo Alto Ave.  
Panama City, FL 32401

C. Glen Bailey, Jr., M.D.  
527 N. Palo Alto Ave.  
Panama City, FL 32401

Scott L. Ramey, M.D.  
527 N. Palo Alto Ave.  
Panama City, FL 32401

Scott Campbell, M.D.  
527 N. Palo Alto Ave.  
Panama City, FL 32401

Wendy Kriegel, M.D.  
527 N. Palo Alto Ave.  
Panama City, FL 32401

Emily Billingsly, M.D.  
527 N. Palo Alto Ave.  
Panama City, FL 32401

Jason Browning, M.D.  
527 N. Palo Alto Ave.  
Panama City, FL 32401

Robert S. Bain, Jr., M.D.  
527 N. Palo Alto Ave.  
Panama City, FL 32401

**ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS**

New members shall be admitted to the Company only upon the agreement of all of the members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VIII - RESTRICTION ON MEMBERSHIP**

A member may not sell or otherwise transfer his or her Membership Units until the member has complied with the restrictions, including a right of first offer and a right of first refusal, contained in the Operating Agreement for the Company.

**ARTICLE IX — AMENDMENT**

Unless otherwise provided in the Operating Agreement for the Company, these Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

MEMBER:

  
\_\_\_\_\_  
LLOYD G. LOGUE, D.O.

Date: March 22, 2012

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of BAY RADIOLOGY ASSOCIATES, P.L. Further, I am familiar with and accept ~~the duties and~~ obligations of such designation.

  
\_\_\_\_\_  
LLOYD G. LOGUE, D.O.