

L/2000055084

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

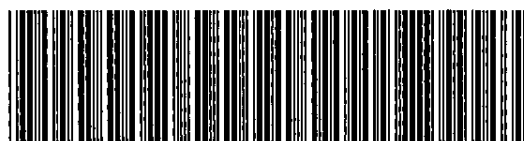
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2012 APR 20 PM 14
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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

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(904) 356-7330

April 19, 2012

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Bahri Orthopedics & Sports Medicine Clinic, P.A.
Conversion to Bahri Orthopedics & Sports Medicine
Clinic, P.L.
Check in the amount of \$150

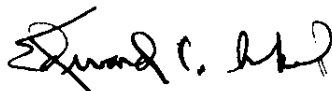
Dear Ladies and Gentlemen:

Enclosed are Certificate of Conversion, Articles of Organization and fees submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 608.439 of the Florida Statutes.

Enclosed is a check for the amount of \$150 for filing fees of \$25 for the Conversion and \$125 for Articles of Organization.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned. Please advise us if you require anything further. Thank you for your assistance and cooperation.

Sincerely yours,



EDWARD C. AKEL

ECA/gp
Enclosures

cc: Georges Bahri, M.D. (by email w/encl.)
John R. Pridgen, C.P.A. (by email w/encl.)

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2012 APR 20 PM 1:15
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
OF
BAHRI ORTHOPEDICS & SPORTS MEDICINE CLINIC, P.A.
("Other Business Entity")
INTO
BAHRI ORTHOPEDICS & SPORTS MEDICINE CLINIC, P.L.
(a 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 BAHRI ORTHOPEDICS & SPORTS MEDICINE CLINIC, P.A.
2. The "Other Business Entity" is a professional corporation first organized, formed or incorporated under the laws of FLORIDA on July 5, 1989.
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: Not Applicable.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization BAHRI ORTHOPEDICS & SPORTS MEDICINE CLINIC, P.L.
5. The effective date of this Certificate of Conversion is on filing.

SIGNED this August 30, 2011.

BAHRI ORTHOPEDICS & SPORTS
MEDICINE CLINIC, M.D., P.A.

By

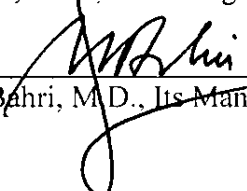

Fady Bahri, M.D., Its President

BAHRI ORTHOPEDICS & SPORTS
MEDICINE CLINIC, P.L.

By


Fady Bahri, M.D., Its Manager

By


Georges Bahri, M.D., Its Manager

FILED
2012 APR 20 PM 4:14
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BAHRI ORTHOPEDICS & SPORTS MEDICINE CLINIC, P.L.

The undersigned, for the purpose of forming a professional limited liability company, for profit under the laws of Florida, adopts the following Articles of Organization:

Article I
Name

The name of this professional limited liability company shall be BAHRI ORTHOPEDICS & SPORTS MEDICINE CLINIC, P.L.

Article II
Principal Office and Mailing Address

The principal office and mailing address of this professional limited liability company shall be 6100 Kennerly Road, Jacksonville, Florida 32216.

Article III
Initial Registered Agent and Address

The name and street address of the initial registered agent of this professional limited liability company are:

Edward C. Akel
One Independent Drive, Suite 2301
Jacksonville, Florida 32202

Article IV
Effective Date; Duration

The existence of this professional limited liability company shall commence on the date these Articles are filed with the Florida Department of State; subject, however, to the provisions of Florida Statutes Section 608.439(4). This professional limited liability company shall terminate on the date set forth in its Operating Agreement, or if there is no Operating Agreement, its existence shall be perpetual.

Article V
Purposes

This professional limited liability company is organized for the purpose of rendering "professional services" within the meaning of the Florida Professional Service Corporation and

Limited Liability Company Act (the "Act"), in the practice of medicine, through its members, officers, employees and agents who are duly licensed to practice medicine in the State of Florida; and to have and exercise all powers conferred by the Act and the laws of the State of Florida upon professional limited liability companies, including but not limited to the power to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of professional services.

Article VI
Admission of Additional Members

The members may admit one or more additional members to the limited liability company, which additional members shall be duly licensed or otherwise legally authorized to practice medicine in the State of Florida. Admission of any such additional member shall require the unanimous written consent of all members then having an interest in the limited liability company. An assignee of a limited liability company interest in this limited liability company may become a member only if all members other than the member assigning the interest consent.

Article III
Management

This limited liability company is a manager-managed company. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement. The names and street addresses of the initial managers of this limited liability company are:

Georges Bahri, M.D.
6100 Kennerly Road
Jacksonville, Florida 32216

Fady Bahri, M.D.
6100 Kennerly Road
Jacksonville, Florida 32216

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

In addition to the powers and authority of the Manager as provided under Florida law or under any Operating Agreement for this Limited Liability Company and as provided under Section 608.4236 of the Florida Statutes, the Manager shall have the authority by written resolution or other instrument to delegate to officers or other persons such rights and powers as the Manager deems appropriate to manage and control the business and affairs of the Company. Such officers may include a President, one or more Vice Presidents, including an Executive Vice President, a Secretary and one or more Assistant Secretaries and a Treasurer. Any such officers elected or appointed shall have the same powers and authority to bind and act on behalf of the Limited Liability Company as do such officers of a corporation under Florida law unless a resolution or other instrument electing or appointing such officer or officers limits or expands the authority.


Article VIII
Operating Agreement

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.


Article IX
Amendment

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization the 30th day of August, 2011.



GEORGES BAHRI, M.D.

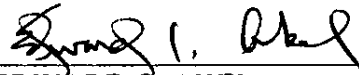


FADY BAHRI, M.D.

2011 APR 20 PM 15
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ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process as registered agent for the above stated limited liability company, at the place designated in the Articles of Organization of the limited liability company to which this is attached, I hereby accept the appointment as registered agent and I agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open the registered office at the address below.



EDWARD C. AKEL
One Independent Drive, Suite 2301
Jacksonville, Florida 32202