

L12000080871

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(Address)

(Address)

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FILED
12 JUN 18 AM 9:29
DEPARTMENT OF STATE
ATLANTA, GEORGIA

RECEIVED
12 JUN 18 PM 1:40
DEPARTMENT OF STATE

B. BOSTICK
JUN 19 2012
EXAMINER



Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

June 18, 2012

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8493101 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

St. Augustine Dialysis Facility Corp. (FL)
Misc - Domestic Corporate Filing - Filing Certificate of Conversion
Florida

St. Augustine Dialysis Facility, LLC (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Kenny Metayer
Fulfillment Specialist - Contractor
kenny.metayer@wolterskluwer.com

FILED
12 JUN 18 AM 9:30
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
FOR
ST. AUGUSTINE DIALYSIS FACILITY CORP.
INTO
ST. AUGUSTINE DIALYSIS FACILITY, LLC

The undersigned duly authorized signor, on behalf of ST. AUGUSTINE DIALYSIS FACILITY CORP., 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 ST. AUGUSTINE DIALYSIS FACILITY CORP. **P96000087295**
2. The Converting Corporation is a corporation first incorporated under the laws of Florida on October 23, 1996.
3. The name of the limited liability company as set forth in the accompanying Articles of Organization is ST. AUGUSTINE DIALYSIS FACILITY, LLC.
4. The above referenced Florida corporation has converted into a Florida limited liability company in accordance with Chapter 607 of the Florida Statutes, governing corporations, 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 written consent of the board of directors and sole shareholder of the Converting Corporation was obtained pursuant to § 607.1112(6) of the Florida Statutes.
7. The principal office address of ST. AUGUSTINE DIALYSIS FACILITY, LLC shall be 1299 E. Commercial Blvd., Suite 200, Oakland Park, Florida 33334.
8. The effective date of filing for this Certificate of Conversion and the accompanying Articles of Organization shall be as of the date of filing.
9. This Certificate of Conversion may be signed and transmitted by electronic means, including, facsimile machine, email and/or pdf, and such form shall be regarded for all purposes as an original signature.

[Signatures on the following page]

FILED
12 JUN 18 AM 9:39
CLERK OF CIRCUIT COURT
ST. AUGUSTINE, FLORIDA

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion, on behalf of the Converting Corporation, as of this 12 day of June, 2012.

**ST. AUGUSTINE DIALYSIS FACILITY
CORP.**

By: [Signature]
Name: Brenda Spira
Title: President

**ST. AUGUSTINE DIALYSIS
FACILITY, LLC**

By: Lawrence R. Spira Sixth Amended and
Restated Declaration of Trust, dated July 8,
2008, Amended July 30, 2009
Title: Member

By: [Signature]
Name: Brenda Spira
Title: Trustee

By: Sabadell United Bank, N.A.
Title: Co-Trustee

By: _____
Name: Jonna Brown
Title: Executive Vice President

FILED
12 JUN 18 AM 9:30
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion, on behalf of the Converting Corporation, as of this 18 day of June, 2012.

**ST. AUGUSTINE DIALYSIS FACILITY
CORP.**

By: _____
Name: Brenda Spira
Title: President

**ST. AUGUSTINE DIALYSIS
FACILITY, LLC**

By: Lawrence R. Spira Sixth Amended and
Restated Declaration of Trust, dated July 8,
2008, Amended July 30, 2009
Title: Member

By: _____
Name: Brenda Spira
Title: Trustee

By: Sabadell United Bank, N.A.
Title: Co-Trustee

By: J. Brown
Name: Jonna Brown
Title: Executive Vice President

FILED
12 JUN 18 AM 9:30
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ST. AUGUSTINE DIALYSIS FACILITY, LLC**

ARTICLE I - Name

The name of the Limited Liability Company is St. Augustine Dialysis Facility, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 1299 E. Commercial Blvd., Suite 200, Oakland Park, FL 33334.

ARTICLE III- Registered Agent and Office

The name and the Florida street address of the Company's registered agent are: C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.

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 in Chapter 608, Florida Statutes.

C T Corporation System

By: Connie Bryan

Connie Bryan

Assistant Secretary

18th IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this day of June, 2012.

LAWRENCE R. SPIRA SIXTH AMENDED AND
RESTATED DECLARATION OF TRUST, DATED
JULY 8, 2008, AMENDED JULY 30, 2009

By: [Signature]
Name: Brenda Spira
Title: Trustee

By: Sabadell United Bank, N.A.
Title: Co-Trustee

By: _____
Name: Jonna Brown
Title: Executive Vice President

12 JUN 18 AM 9:30
RECEIVED
STATE OF FLORIDA
TALLAHASSEE

(In accordance with section 608.408(3) of the Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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OF
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED