

L12000119705

(Requestor's Name)

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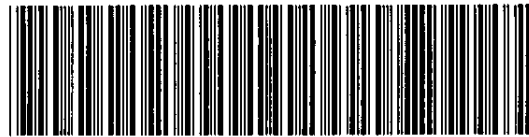
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 14, 2012

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: KEM ASSOCIATES, LLC
Ref. Number: W12000047555

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We have received your document for KEM ASSOCIATES, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

KEM ASSOCIATES, LLP registered under our old LLP law. Because it never had to file any amendments, and because it has been filing the required Annual Reports, the partnership was never required to file the General Partnership Registration that is required under the new LLP law.

However, in order to file this conversion, we will now have to require that the partnership file a General Partnership Registration.

Please complete, sign, and return the attached General Partnership Registration. Original signatures are NOT required for this filing. The filing fee is \$50.00.

Please return 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) 245-6051.

Buck Kohr
Regulatory Specialist II

Letter Number: 812A00023189

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1.

Kem Associates, LLP
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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12 SEP 19 PM 21 02

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:

KEM Associates, LLP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability partnership

(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 June 16, 1997

(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:

KEM Associates, 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.

Signed this 13th day of September 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: Melvin Stone, M.D.

Title: Authorized Representative

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: Melvin Stone, M.D.

Title: General Partner

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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12 SEP 19 PM 24 02

**ARTICLES OF ORGANIZATION
OF
KEM ASSOCIATES, LLC**

The undersigned desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is KEM Associates, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The address of the principal office of the Company is 1673 Mason Avenue, Suite 305, Daytona Beach, Florida 32117 and the Company's mailing address is P.O. Box 48, Daytona Beach, Florida 32115.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The address of the registered office of the Company is 1673 Mason Avenue, Suite 305, Daytona Beach, Florida 32117 and the name of the Company's registered agent at that address is Charles M. Burkett, M.D.

ARTICLE IV - MANAGEMENT

The Company shall be "manager-managed." The name and business address of the Company's Initial "Manager" is Melvin Stone, M.D., 1673 Mason Avenue, Suite 305, Daytona Beach, Florida 32117.

The undersigned, a duly authorized representative of a member of the Company, has executed these Articles of Organization as of this 13th day of September, 2012.


Melvin Stone, M.D.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, the undersigned hereby accepts the appointment as registered agent for said company and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent for said company. In furtherance thereof, the undersigned hereby acknowledges that it is familiar with, and it hereby accepts, the obligations of "registered agent" for said company as provided in Chapter 608, Florida Statutes.

By: 

Charles M. Burkett, M.D.