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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Holland & Knight

Requester's Name
315 South Calhoun Street, suite 600

Address
Tallahassee, FL 32301 (850)425-5686
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Nautilus Health Care Group, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☒ Other *Conversion*

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

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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 Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: Nautilus Health Care Group, P.A. 201-68897
2. The "Other Business Entity" is a Florida professional corporation first incorporated under the laws of Florida on July 12, 2001.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: Nautilus Health Care Group, LLC.
4. This conversion shall be effective upon the filing of this Certificate of Conversion and the attached Articles of Organization with the Florida Department of State.
5. The conversion is permitted by the applicable laws governing the other business entity and the conversion complies with such laws and the requirements of section 608.439, Florida Statutes, in effecting the conversion.
6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently incorporated.

[Signatures on the next page]

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Signed this 5th day of October, 2012.

Signature of Member of Limited Liability
Company:

NAUTILUS HEALTH CARE GROUP, LLC

CA Morrison, M.D.

Christopher A. Morrison, M.D.
Member

Signature on behalf of Other Business Entity:

NAUTILUS HEALTH CARE GROUP, P.A.

CA Morrison, M.D.

Christopher A. Morrison, M.D.
Chief Executive Officer

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**NAUTILUS HEALTH CARE GROUP, LLC
ARTICLES OF ORGANIZATION**

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I — NAME:

The name of the limited liability company is Nautilus Health Care Group, LLC (the "Company").

ARTICLE II — ADDRESS:

The mailing address and street address of the Company's principal office is:

1120 Pinellas Bayway, Suite 200
Tierra Verde, Florida 33715

ARTICLE III — REGISTERED AGENT, OFFICE & AGENT'S SIGNATURE:

The name and street address of the Company's initial registered agent for service process in the state is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE IV — COMMENCEMENT OF EXISTENCE:

The Company shall exist perpetually. The Company's existence begins on the date and at the time when these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE V – CONTINUATION OF LIMITED LIABILITY COMPANY:

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

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ARTICLE VI — MANAGEMENT AND AUTHORITY:

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VII — UNCERTIFICATED MEMBERSHIP INTEREST:

The membership interests of the Company shall be in uncertificated form.

[Signature on the next page.]

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 5th day
of October, 2012.



Christopher A. Morrison, M.D.
Sole Member

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Corporation Service Company agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and the undersigned acknowledges that it is familiar with, and accepts, the obligations of such position.

Date: October 5, 2012

CORPORATION SERVICE COMPANY

By: 

Print Name: Karin L. Dunn, Assistant VP

Title:

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