

L12000161976

(Requestor's Name)

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Certified Copies _____ Certificates of Status _____

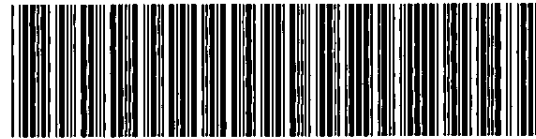
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EXAMINER



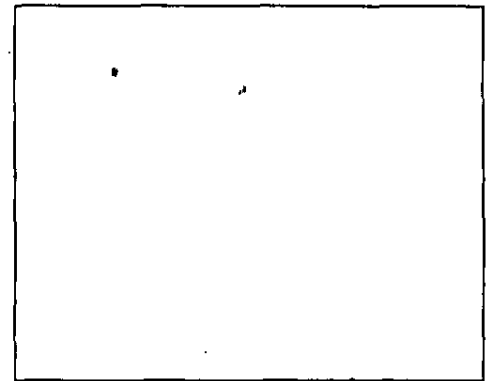
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RECEIVED
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2012 DEC 28 PM 12:22
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FILED
12 DEC 28 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ENTITY NAME:

SALIX, LLC

CK# 5950 FOR \$ 1093.75 (\$180.00 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

☒ XXX CERTIFIED COPY

☐ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

CERTIFICATE OF CONVERSION
FOR
SALIX CORPORATION
INTO
SALIX, LLC

This Certificate of Conversion and attached Articles of Organization are submitted to convert SALIX CORPORATION into SALIX, LLC in accordance with Section 608.439 and 607.1112, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is: SALIX CORPORATION.
2. SALIX CORPORATION is a corporation organized under the laws of the State of Florida on August 4, 1988 and assigned Document No. K30222.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization shall be SALIX, LLC. Its principal place of business and mailing address shall be 198 Lock Road, Deerfield Beach, FL 33442.
4. The conversion is permitted in accordance with Sections 608.439 and 607.1112 of the Florida Statutes.
5. The conversion was approved by SALIX CORPORATION in accordance with Section 607.1112 of the Florida Statutes.
5. All shareholders of SALIX CORPORATION approved the conversion and it is therefore unnecessary for SALIX LLC to pay appraisal rights.
6. The effective date of this Certificate of Conversion shall be December 31st, 2012.

IN WITNESS WHEREOF, the undersigned being the President and Vice-President of SALIX CORPORATION and the Managers of SALIX, LLC, make and file this Certificate of Conversion and declare and certify that the facts herein stated are true and correct all on this this 21 day of December, 2012.

SALIX CORPORATION

By:


MARC KREAMER, President

By:


ISAAC MENDAL, Vice-President

SALIX, LLC

By:


MARC KREAMER, Manager

By:


ISAAC MENDAL, Manager

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
SALIX, LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be SALIX, LLC (the "Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 198 Lock Road, Deerfield Beach, FL 33442, and such other place or places as the members from time to time may determine. The mailing address of the Company is 198 Lock Road, Deerfield Beach, FL 33442.

ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The name and address of the managers who will serve as managers until the first annual meeting of members or until their successors are selected and qualified in accordance with the Operating Agreement or applicable law is:

Marc Kreamer
2006 NW 2nd Ave.,
Delray Beach, FL 33444

Isaac Mendal
1150 East Hallandale Beach Blvd.,
Hallandale Beach FL 33009

ARTICLE V
PURPOSE OF THE COMPANY

This limited liability company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be effective on December 31, 2012.

SALIX, LLC

BY: Barrie L. Erasmus
Barrie L. Erasmus, Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

SALIX, LLC

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 

Leslie A. Share, Vice President

Date: December 27, 2012