

L13000030986

(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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DIVISION OF CORPORATIONS
2013 FEB 27 AM 10:46

C. LEWIS
FEB 28 2013
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 19, 2013

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.
ATTN: EDWARD C. AKEL
ONE INDEPENDENT DRIVE SUITE 2301
JACKSONVILLE, FL 32202-5059

SUBJECT: CLAY PRIMARY & FAMILY CARE, LLC
Ref. Number: W13000010097

We have received your document for CLAY PRIMARY & FAMILY CARE, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note your organization date for the other business entity is wrong on the your conversion paperwork. You put October 25, 2001, the date should be April 12, 1991.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on February 18, 2013. Please amend your document accordingly.

Please return the corrected original and one copy of 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.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 013A00004040

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY
BETHANY RAY REICHARD
HEATHER L. VISALI

H. LEON HOLBROOK
(904) 356-2005

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

February 13, 2013

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

Re: Clay Primary & Family Care Center, P.A.
Conversion to Clay Primary & Family Care
Center, LLC
Check in the amount of \$150

Dear Ladies and Gentlemen:

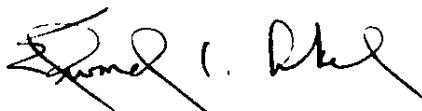
Enclosed are Certificate of Conversion, Articles of Organization and fees submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 608.439 of the Florida Statutes.

Enclosed is a check in the amount of \$150 for filing fees of \$25 for 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: Massoud Moshiree, M.D.
John R. Pridgen, C.P.A. (by email w/encl.)

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

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(1928-2005)

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February 13, 2013

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Division of Corporations
P. O. Box 6327
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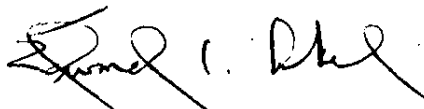
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CERTIFICATE OF CONVERSION
OF

CLAY PRIMARY & FAMILY CARE CENTER, P.A.

("Other Business Entity")

INTO

CLAY PRIMARY & FAMILY CARE, LLC

(a Florida Limited Liability Company)

545430

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 CLAY PRIMARY & FAMILY CARE CENTER, P.A.
2. The "Other Business Entity" is a professional corporation first organized, formed or incorporated under the laws of FLORIDA on April 12, 1991.
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 CLAY PRIMARY & FAMILY CARE, LLC.
5. The effective date of this Certificate of Conversion is on filing.

SIGNED this January 18, 2013.

CLAY PRIMARY & FAMILY CARE
CENTER, P.A.

CLAY PRIMARY & FAMILY CARE, LLC

By Massoud Moshiree
Massoud Moshiree, M.D., Its President

By Massoud Moshiree
Massoud Moshiree, M.D., Its Manager

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ARTICLES OF ORGANIZATION
OF
CLAY PRIMARY & FAMILY CARE, LLC

The undersigned, intending to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, hereby files these Articles of Organization and states:

ARTICLE I
NAME AND ADDRESS

The name of the Limited Liability Company is CLAY PRIMARY & FAMILY CARE, LLC. The principal office address and mailing address are c/o MASSOUD MOSHIREE, M.D., 865 Blanding Boulevard, Orange Park, Florida 32065.

ARTICLE II
REGISTERED AGENT AND OFFICE

The name and street address of the Limited Liability Company's initial registered agent and office are MASSOUD MOSHIREE, M.D., 865 Blanding Boulevard, Orange Park, Florida 32065.

ARTICLE III
MANAGEMENT; MANAGERS; OFFICERS

The Limited Liability Company is to be a manager-managed company. The manager or managers (referred to as "Manager") shall be elected and shall hold the offices and have the responsibilities accorded to them by the member or members as provided in the operating agreement or, if there is no Operating Agreement, then as provided by Florida law. The name and address of the initial Manager of this Limited Liability Company are:

MASSOUD MOSHIREE, M.D.
865 Blanding Boulevard
Orange Park, Florida 32065

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 man-

age 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 IV ADMISSION OF ADDITIONAL MEMBERS

The members may admit one or more additional members to the limited liability company. Admission of any such additional members shall require the unanimous written consent of all members then having an interest in the 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. A transferee who is not admitted as a member shall have only the rights of an assignee. An assignee of a membership interest who is not a member shall not be entitled to interfere in the management of this Limited Liability Company's affairs, vote, receive any information of its or inspect the its books. The assignee shall merely be entitled to receive, in accordance with the terms of the assignment, the distributions to which the assignor otherwise would be entitled.

ARTICLE V PURPOSE OF COMPANY

The purpose for which this Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

ARTICLE VI EFFECTIVE DATE AND DURATION


The Limited Liability Company shall be effective, on filing and shall have perpetual duration.

SIGNED by the undersigned member this 18th day of January, 2013.


MASSOUD MOSHIREE, M.D.

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.


MASSOUD MOSHIREE, M.D.
865 Blanding Boulevard
Orange Park, Florida 32065

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