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(Address)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

SEP 16 2013

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Palm Healthcare Management, LLC
Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Kelly Wilkes

Contact Person

Williams Parker Law Firm

Firm/Company

200 South Orange Avenue

Address

Sarasota, FL 34236

City, State and Zip Code

bfuhrmeister@palmgardenheathcare.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kelly Wilkes

Name of Contact Person

at (**941**) **366-4800**

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☒ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Palm Healthcare Management, LLC

Enter Name of Florida Limited Liability Company

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2. The name of the "Other Business Entity" is:

Palm Healthcare Management, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a **Limited Liability Company**
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Delaware**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: **September 11, 2013**

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SECRET

8. This conversion shall be effective in Florida on: _____
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

2033 Main Street, Suite 300
Sarasota, FL 34237

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: **2033 Main Street, Suite 300**
Sarasota, FL 34237

Mailing Address: **2033 Main Street, Suite 300**
Sarasota, FL 34237

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 4th day of **September**, 20**13**

Signature: *M. Miller*

Must be signed by a Member or Authorized Representative.

Printed Name: **Morris H. Miller** Title: **Authorized Representative**

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)

**APPLICATION BY PALM HEALTHCARE MANAGEMENT, LLC,
FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 608.503, Florida Statutes, the following is submitted to register Palm Healthcare Management, LLC, a Delaware limited liability company (the "Company"), to transact business in the State of Florida:

1. The name of the Company is:

Palm Healthcare Management, LLC
2. The jurisdiction under the law of which the Company is organized is Delaware
3. The federal identification number for the Company is 46-3015604.
4. The date the Company was organized in Delaware is September 11th 2013.
5. The duration of the Company is perpetual.
6. The date the Company first transacted business in Florida is upon the filing of this application.
7. The street address and the mailing address of the principal office of the Company is 2033 Main Street, Suite 300, Sarasota, Florida 34237.
8. The Company is a manager-managed limited liability company.
9. The name of the Florida registered agent and the address of the Florida registered office of the Company is:

Cross Street Corporate Services, LLC, a Florida limited liability company
200 South Orange Avenue
Sarasota, Florida 34236
10. The name and usual business address of the Manager of the Company is as follows:

Morris H. Miller
2033 Main Street, Suite 300
Sarasota, Florida 34237
11. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of the records in the jurisdiction under the law of which the Company is organized.

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TALLAHASSEE, FLORIDA

12. The purpose of the Company authorized in Delaware and to be carried out in the State of Delaware is to engage in any lawful act or activity for which limited liability companies may be organized under the Delaware Limited Liability Company Act and the Florida Limited Liability Company Act.

Dated this 11th day of September 2013.



Morris H. Miller
As its Manager

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

ACKNOWLEDGEMENT OF REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as registered agent of the Company, and acknowledges that it is familiar with, and accepts, the obligations of that position.

Cross Street Corporate Services, LLC,
a Florida limited liability company

By:


Thomas J. McLaughlin
As a Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALM HEALTHCARE MANAGEMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2013.

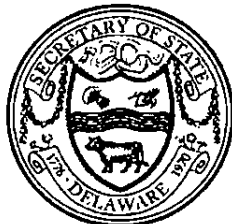
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PALM HEALTHCARE MANAGEMENT, LLC" WAS FORMED ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0732164

DATE: 09-12-13