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TALLAHASSEE, FLORIDA

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**BEGGS & LANE**

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A Registered Limited Liability Partnership

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October 28, 2013

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

RE: Baptist Urgent Care, LLC

Dear Sir or Madam:

Please find enclosed the following, which are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 608.439, Florida Statutes:

1. Certificate of Conversion For Baptist Urgent Care, Inc. into Baptist Urgent Care, LLC;
2. Articles of Organization for Baptist Urgent Care, LLC; and a
3. Check in the amount of \$150.00 (\$25.00 for the Certificate of Conversion and \$125.00 for the Articles of Organization).

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Registration Section  
Division of Corporations

Please direct all further correspondence concerning this matter to me at (850) 469-3325, [crb@beggsllane.com](mailto:crb@beggsllane.com), or the street address set forth above.

Respectfully,

A handwritten signature in black ink, appearing to read 'C. Reid Barrineau', with a long horizontal flourish extending to the right.

C. Reid Barrineau  
For the Firm

CRB/cmm  
Enclosures

### CERTIFICATE OF CONVERSION

This Certificate of Conversion is submitted to convert the Corporation (as defined below) into a Florida limited liability company in accordance with Section 607.1113, Florida Statutes (2013).

1. The name of the Florida corporation converting into a Florida limited liability company is Baptist Urgent Care, Inc. (the "Corporation"). The Corporation was organized as a Florida corporation on July 7, 1998. **P98000059856**

2. The name of the Florida limited liability company is Baptist Urgent Care, LLC (the "Company").

3. The Corporation has converted into the Company in compliance with Chapter 607 and Chapter 608, Florida Statutes (2013), and the conversion complies with the applicable laws governing the Company.

4. The plan of conversion was approved by the sole shareholder and the board of directors of Corporation in accordance with Chapter 607, Florida Statutes (2013). A true and correct copy of the Plan of Conversion is attached hereto and incorporated herein by this reference.

5. This conversion is effective under the laws governing the Company on October 31, 2013.

6. The Company's principal office is 1717 North "E" Street, Pensacola, Florida, 32501.

7. The Company has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301 – 607.1333, Florida Statutes.

Executed this 22<sup>nd</sup> day of October, 2013.

Baptist Urgent Care, Inc.

By: 

John Porter, President

Baptist Urgent Care, LLC

By: 

Elizabeth C. Callahan, Manager

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TALLAHASSEE, FLORIDA

**PLAN OF CONVERSION**  
**OF**  
**BAPTIST URGENT CARE, INC.**

Pursuant to Section 607.1112 (2013), Florida Statutes, the terms of this Plan of Conversion, are as follows:

1. Baptist Urgent Care, Inc., a Florida corporation (the "Corporation") shall be converted into Baptist Urgent Care, LLC, a Florida limited liability company (the "Company").
2. All one thousand (1,000) shares of common stock of the Corporation will be converted into membership units of the Company, with one (1) share of stock being converted into one (1) membership unit.
3. The Articles of Organization of the Company are attached hereto as Exhibit "A" and incorporated herein by this reference.

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**BAPTIST URGENT CARE, LLC**

**ARTICLE I – Name**

The name of the limited liability company is Baptist Urgent Care, LLC (the “Company”).

**ARTICLE II – Address**

The mailing address and the principal office of the Company is 1717 North “E” Street, Suite 320, Pensacola, Florida 32501.

**ARTICLE III - Duration**

The period of duration of the Company shall be perpetual.

**ARTICLE IV – Management**

The Company is to be managed by its managers. The initial managers of the Company shall be:

Elizabeth C. Callahan	David Wildebrandt	Kent Skolrood
1717 N. “E” Street	1717 N. “E” Street	1717 N. “E” Street
Suite 320	Suite 320	Suite 320
Pensacola, Florida 32501	Pensacola, Florida 32501	Pensacola, Florida 32501

**ARTICLE V – Registered Agent**

The name of the initial registered agent is Elizabeth C. Callahan, whose street address is 1717 North “E” Street, Suite 320, Pensacola, Florida 32502.

**ARTICLE VI - Purpose**

The Company is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida.

**ARTICLE VII – Effective Date**

Pursuant to Section 608.409(1), Florida Statutes, the effective date for the beginning existence of the limited liability company shall be October 31, 2013.

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**TALLAHASSEE, FLORIDA**

IN WITNESS WHEREOF, the undersigned, as the sole member of the Company, has executed these Articles of Organization this 23<sup>rd</sup> day of October, 2013.

BAPTIST HEALTH VENTURES, INC.

By: John Porter

John Porter, President

### REGISTERED AGENT ACCEPTANCE

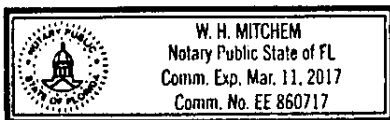
Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

10/23/13  
Dated

E Callahan  
ELIZABETH C. CALLAHAN

The foregoing Articles of Organization and Registered Agent Acceptance was acknowledged before me this 23<sup>rd</sup> day of October, 2013 by John Porter and Elizabeth C. Callahan, respectively, each of whom are personally known to me and who did (did not) take an oath.

-SEAL-



[Signature]  
Notary Public

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