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ALLAHASSEE, FLORIDA

DEPARTMENT OF STATE

## Law Offices of

### F. PHILIP BLANK, P.A.

Office Address: 204 SOUTH MONROE STREET TALLAHASSEE, FLORIDA 32301

Mailing Address.
POST OFFICE BOX 11068
TALLAHASSEE, FLORIDA 32302-3068
850 681 6710 -- Telephone
850 681 6713 -- Fax

Via Hand Delivery

March 27, 2014

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: South Florida Community Care Network, Inc.

To Whom It May Concern:

On this date, as incorporator of South Florida Community Care Network, Inc., I filed the Articles of Dissolution with the Division of Corporations for this corporation.

This letter will serve as notice that the undersigned, F. Philip Blank, Incorporator of the dissolved corporation named South Florida Community Care Network, Inc., does not intend to revoke the dissolution of the corporation.

The corporate name South Florida Community Care Network, Inc., or any form thereof, may be made available immediately for use by South Florida Community Care Network, LLC.

Please let me know immediately if there are any questions regarding the release of the corporate name to South Florida Community Care Network, LLC.

Sincerely,

F. Philip Blank

Enclosures

FPB:ko

#### **COVER LETTER**

2014 MAR 27 PM 3# 41

LEGAL TARY OF STATE TALL AHASSEE, FLORIDA Registration Section Division of Corporations SOUTH FLORIDA COMMUNITY CARE NETWORK **SUBJECT:** Name of Florida Partnership The enclosed Certificate of Conversion and fee(s) are submitted for filing. Please return all correspondence concerning this matter to: F. PHILIP BLANK Contact Person F. PHILIP BLANK, P.A. Firm/Company 204 SOUTH MONROE STREET Address TALLAHASSEE, FL 32301 City, State and Zip Code phil@blanklaw.com E-mail address: (to be used for future annual report notification) For further information concerning this matter, please call: F. Philip Blank 681-6710 Name of Contact Person Area Code and Daytime Telephone Number Enclosed is a check for the following amount:

#### STREET ADDRESS:

\$25.00 Filing Fee

TO:

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

\$33.75 Filing Fee

and Certificate of

Status

#### **MAILING ADDRESS:**

\$86.25 Filing Fee,

Certified Copy, and

Certificate of Status

\$77.50 Filing Fee

and Certified Copy

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

## FILED

#### CERTIFICATE OF CONVERSION

## OF SOUTH FLORIDA COMMUNITY CARE NETWORK, HAR 27 PM 3 41

#### A Florida General Partnership INTO A

#### FLORIDA LIMITED LIABILITY COMPANY

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida general partnership into a Florida limited liability company in accordance with Sections 620.8914 and 605.1045, Florida Statutes.

- 1. The name of the Florida general partnership immediately prior to the filing of this Certificate of Conversion is South Florida Community Care Network ("SFCCN").
- 2. SFCCN is a general partnership first organized, formed or incorporated under the laws of the State of Florida on March 25, 1998.
- 3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is South Florida Community Care Network, LLC.
- 4. The plan of conversion has been approved by SFCCN's partners in accordance with Sections 620.8912-620.8915 and Sections 605.1041-605.1046, Florida Statutes.

Signed this <u>26</u> day of <u>March</u>, 2014.

#### SOUTH FLORIDA COMMUNITY CARE NETWORK

By: South Broward Hospital District, Partner

Name: Prank V. Sacco

Title: President and Chief Executive Officer

By: North Broward Hospital District, Partner

Name: Frank P. Nack

Title: President and Chief Executive Officer

FILED

2014 MAR 27 PM 38 1

## ARTICLES OF ORGANIZATION OF SOUTH FLORIDA COMMUNITY CARE NETWORK, LLC A Florida Limited Liability Company

The undersigned, pursuant to the provisions of Chapter 605, Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

#### ARTICLE I NAME

The name of the limited liability company is South Florida Community Care Network, LLC.

#### ARTICLE II ADDRESS

The principal office address and mailing address of the Limited Liability Company is 1643 NW 136<sup>th</sup> Avenue, Bldg. H, 2<sup>nd</sup> Floor, Sunrise, Florida 33323.

#### ARTICLE III PURPOSES AND POWERS

The purposes for which the Limited Liability Company is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"). In particular, without limiting the foregoing, the Limited Liability Company is organized to serve as a governmental instrumentality of South Broward Hospital District and North Broward Hospital District (collective "the Districts") in providing for the efficient provision of healthcare in the Districts, to conduct all activities necessary and proper for the benefit of the residents and non-residents of the Districts in the administration of their affairs in carrying out responsibilities to the public. Notwithstanding any other provision of these Articles, the Limited Liability Company shall not carry on any activities not permitted to be carried on by a company exempt from Federal Income Tax under section 501(c)(3) of the Code. No part of the net earnings of the Limited Liability Company shall inure to the benefit of or be distributable to its officers, directors, or other private persons, except that the Limited Liability Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Limited Liability Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Limited Liability Company shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV
DISSOLUTION TO 27 PM 3

2014 MAR 27 PH 3 41

Upon the dissolution of the company, assets shall be distributed for one or mode exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, the Districts, or to another state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IV REGISTERED AGENT AND REGISTERED OFFICE

The name and Florida street address of the initial registered agent in Florida for the Limited Liability Company are:

F. Philip Blank 204 South Monroe Street Tallahassee, Florida 32301

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. 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 as provided for in Chapter 605, F.S.

F. Philip Blank

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 36 day of March, 2014.

2014 HAR 27 PM 3 41

SOUTH FLORIDA COMMUNITY CARE NETWORK, LLC

By: South Broward Hospital District, Member

Name: Frank V. Sacco

Title: President and Chief Executive Officer

By: North Broward Hospital District, Member

Name: Frank P. Nask

Title: President and Chief Executive Officer

IN ACCORDANCE WITH SECTION 605.0203(1)(b), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE. I AM AWARE THAT ANY FALSE INFORMATION SUBMITTED IN A DOCUMENT TO THE DEPARTMENT OF STATE CONSTITUTES A THIRD DEGREE FELONY AS PROVIDED IN SECTION 817.155, FLORIDA STATUTES.