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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

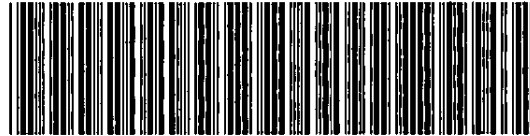
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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015-2653

FEB 23 2015

T. HAMPTON

MARLOWE & WEATHERFORD, P.A.

Attorneys and Counselors at Law
1150 LOUISIANA AVENUE
SUITE 4
WINTER PARK, FLORIDA 32789-3738
(407) 629-5008

MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
BRADLEY K. ALLEY

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

December 29, 2014

VIA FEDEX

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

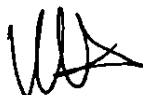
Re: Certificate of Conversion and Articles of Organization for S A Properties, LLC

Gentlemen:

Enclosed please find the Certificate of Conversion and the Articles of Organization for S A Properties, LLC, together with a check for \$150.00 to cover the certificate of conversion fee, filing fee and fee for designation of registered agent.

Once the Articles of Organization for S A Properties, LLC have been filed, please return them to this office. Thank you for your assistance.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Cynthia Serafine



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

15 FEB 19 AM 10:00

BUREAU OF COMMERCIAL
INFORMATION SERVICES

January 14, 2015

WILLIAM P WEATHERFORD, JR
MARLOWE & WEATHERFORD, PA
P O DRAWER 2366
WINTER PARK, FL 32790-2366

SUBJECT: S A PROPERITES, LLC
Ref. Number: W15000002653

We have received your document for S A PROPERITES, 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):

The conversion has to be headed "Articles of Conversion" not certificate of conversion. See enclosed paperwork for correct wording.,

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must contain the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The following suffixes are no longer acceptable: "Limited Company," "L.C.," "LC.," "Ltd.," and "Co."

Please return 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.

Tammy Hampton
Regulatory Specialist III

Letter Number: 815A00000775

MARLOWE & WEATHERFORD, P.A.

Attorneys and Counselors at Law
1150 LOUISIANA AVENUE
SUITE 4
WINTER PARK, FLORIDA 32789-3738
(407) 629-5008

MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
BRADLEY K. ALLEY

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

February 16, 2015

VIA FEDEX

Florida Department of State
Division of Corporations
Clifton Building
Attn: Tammy Hampton
2661 Executive Center Circle
Tallahassee, FL 32301


Re: Certificate of Conversion and Articles of Organization for S A Properties of
Winter Park, LLC

Dear Ms. Hampton:

Enclosed please find the amended Certificate of Conversion and the Articles of
Organization for S A Properties of Winter Park, LLC, along with a copy of your letter dated January
14, 2015, Ref. Number W15000002653.

Once the Articles of Organization for S A Properties of Winter Park, LLC have been
filed, please return them to this office. Thank you for your assistance.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Cynthia Serafine

**ARTICLES OF CONVERSION
FOR S A PROPERTIES, LLP INTO
S A PROPERTIES OF WINTER PARK, LLC**

Pursuant to sections 605.1041 and section 620.8914, Florida Statutes, S A Properties, LLP, a Florida limited liability partnership, an "other business entity" hereby submits the attached articles of organization and these articles of conversion to convert the partnership into a Florida limited liability company:

1. The name of the "other business entity" immediately prior to the filing of this Certificate of Conversion is: S A Properties, LLP which is a Florida limited liability partnership. S A Properties, LLP was formed in Florida in August 12, 2002. S A Properties, LLP previously filed its partnership registration statement under Florida document numbered LLP020001952.
GP00000002174
2. The name of the Florida limited liability company as set forth in the attached Articles of Organization is S A PROPERTIES OF WINTERPARK, LLC which shall be a Florida limited liability company.
3. The effective date of the conversion shall be as of January 1, 2015.
4. S A Properties, LLP has converted into an "another organization" in compliance with Florida Statutes Chapter 605 and the conversion complies with the applicable law governing the "Other Business Entity," which is Florida Statutes Chapter 620.
5. S A Properties, LLP has not changed its jurisdiction.
6. The plan of conversion has been approved in accordance with all applicable statutes. In particular, the Plan of Conversion was approved by S A Properties, LLP in accordance with Florida Statutes Chapter 620.
7. No partner of S A Properties, LLP shall be a general partner of the S A PROPERTIES OF WINTER PARK, LLC. S A PROPERTIES OF WINTER PARK, LLC is a limited liability company and not a general partnership or limited partnership.
8. This conversion shall be effective under the laws governing the "Other Business Entity" upon the filing of this Certificate of Conversion with the Florida Division of Corporations.

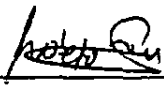
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9. The principal office address of S A PROPERTIES OF WINTER PARK, LLC, shall be:

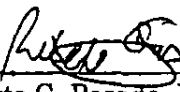
1181 Orange Avenue
Winter Park, Florida 32789

DATED as of December 10, 2014.

S A Properties, LLP

By: 
Roberto G. Posada, M.D., Partner

S A PROPERTIES OF WINTER PARK, LLC

By: 
Roberto G. Posada, M.D., Manager

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

**PLAN OF CONVERSION OF
S A Properties, LLP
WITH AND INTO
S A PROPERTIES OF WINTER PARK, LLC**

1. S A Properties, LLP, a Florida limited liability partnership shall convert into S A PROPERTIES OF WINTER PARK, LLC a Florida limited liability company.

2. Upon the consummation of the conversion of S A Properties, LLP into S A PROPERTIES OF WINTER PARK, LLC, the separate existence of S A Properties, LLP shall cease. S A PROPERTIES OF WINTER PARK, LLC, as the surviving entity, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of S A Properties, LLP shall not be affected by the conversion and upon the conversion, S A PROPERTIES OF WINTER PARK, LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of S A Properties, LLP prior to the conversion as provided §20.8915 of the Florida Statutes.

Further, as provided in §20.8915 of the Florida Statutes, all rights of creditors and any person or persons dealing with S A Properties, LLP shall be preserved and remain unimpaired by the conversion, all liens upon the properties of S A Properties, LLP shall be preserved and remain unimpaired by the conversion, and all debts, liabilities, obligations and duties of S A Properties, LLP shall henceforth attach to S A PROPERTIES OF WINTER PARK, LLC and may be enforced against S A PROPERTIES OF WINTER PARK, LLC to the same extent as if such obligations and duties had been incurred by S A PROPERTIES OF WINTER PARK, LLC. Additionally, any existing claim or action or proceeding pending by or against S A Properties, LLP or S A PROPERTIES OF WINTER PARK, LLC may be continued as if the conversion did not occur or S A PROPERTIES OF WINTER PARK, LLC may be substituted in such proceedings for S A Properties, LLP

3. The manner and basis of converting the partnership interests of S A Properties, LLP into units of membership interest of S A PROPERTIES OF WINTER PARK, LLC are as follows:

a. At the effective date of the conversion, each partnership interest of one tenth of a percentage interest in S A Properties, LLP issued and outstanding shall be converted into one unit of membership interest of S A PROPERTIES OF WINTER PARK, LLC

4. The Articles of Organization of S A PROPERTIES OF WINTER PARK, LLC in effect at the time of the conversion shall remain unchanged as a result of the conversion and shall continue as the Articles of Organization of S A PROPERTIES OF WINTER PARK, LLC

5. The effective date of the conversion shall be as of January 1, 2015.

6. Neither S A Properties, LLP nor S A PROPERTIES OF WINTER PARK, LLC is subject the law of any jurisdiction other than the State of Florida.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
S A PROPERTIES OF WINTER PARK, LLC
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member, pursuant to Chapter 605 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is S A PROPERTIES OF WINTER PARK, LLC.

ARTICLE II - Address:

The street address of the principal office of the Limited Liability Company is 1181 Orange Avenue, Winter Park, Florida 32789. The mailing address of the Limited Liability Company shall be 1181 Orange Avenue, Winter Park, Florida 32789.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on January 1, 2015.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of the initial managers who shall serve until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Roberto G. Posada, M.D.	1181 Orange Avenue Winter Park, Florida 32789
Timothy C. Childers, M.D.	1181 Orange Avenue Winter Park, Florida 32789
Thomas K. Mahan, M.D.	1181 Orange Avenue Winter Park, Florida 32789

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ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.

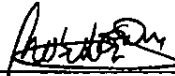
ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be only with the affirmative vote of a majority of the remaining Members.

ARTICLE VII - Initial Registered Office and Registered Agent

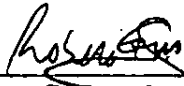
The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1181 Orange Avenue, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is Roberto G. Posada, M.D. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this ___ day of January, 2015.



Roberto G. Posada, M.D., Authorized Agent

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 

Roberto G. Posada, M.D.

Date: 2/2/15

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TALLAHASSEE, FLORIDA

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