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(Requestor's Name)

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☐ PICK-UP

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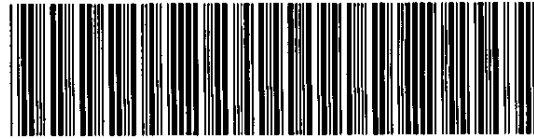
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

Spiegel & Utrera  
Requester's Name

\_\_\_\_\_  
Address

738-0166  
City/State/Zip Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. VIP Surgery Center - Lakeland LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. Conversion from Corp to LLC  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF CONVERSION  
FOR  
FLORIDA PROFIT CORPORATION  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

This Articles of Conversion and attached Articles of Organization are submitted to convert the Florida Profit Corporation into a Florida Limited Liability Company in accordance with s.605.1045, Florida Statutes:

1. The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is **VIP SURGERY CENTER-LAKELAND INC.**
2. **VIP SURGERY CENTER-LAKELAND INC.** is a Florida Profit Corporation, first incorporated under the laws of the State of Florida on January 8, 2015.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **VIP SURGERY CENTER-LAKELAND LLC**
4. These Articles of Conversion shall be effective immediately upon approval of the Secretary of State, State of Florida.
5. The plan of conversion has been approved in accordance with all applicable statutes.

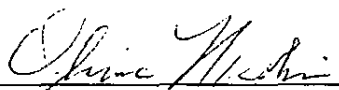
Signed this 8<sup>th</sup> day of June 2015

Signature of Authorized Representative of Limited Liability Company:

  
Obinna Nwobi, Member

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Signature on behalf of the Corporation

  
Obinna Nwobi, President

**ARTICLES OF ORGANIZATION**  
**OF**  
**VIP SURGERY CENTER-LAKELAND LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **VIP SURGERY CENTER-LAKELAND LLC**, ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 3035 Lakeland Hills Boulevard, Lakeland, Florida 33805, and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



**SPIEGEL & UTRERA, P.A.**

L A W Y E R S

www.amerilawyer.com

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#### **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this company is Spiegel & Utrera, P.A., at 1840 Southwest 22<sup>nd</sup> Street, 4<sup>th</sup> Floor, Miami, Florida 33145. The name and address of the registered agent of this Company at this address is Spiegel & Utrera, P.A., 1840 Southwest 22<sup>nd</sup> Street, 4<sup>th</sup> Floor, Miami, Florida 33145.

#### **ARTICLE 7 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

#### **ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager:	Obinna Nwobi
Vice-Operating Manager:	Steve Steller

whose mailing address shall be the same as the principal office of the Company.

#### **ARTICLE 10 - UNITS**

The Company shall be authorized to have 100,000 units of equity interest in the Company with unlimited voting rights.



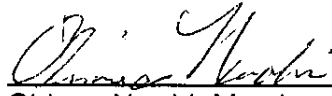
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**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 8<sup>th</sup> day of June 2015.

  
Obinna Nwobi, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 605.0201, Florida Statutes and other applicable Florida Statutes

Spiegel & Utrera, P.A.

By:   
Natalia Utrera, Vice-President

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TALLAHASSEE, FLORIDA



**SPIEGEL & UTRERA, P.A.**

LAWYERS

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