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(Business Entity Name)

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AUG 31 2015

T SCHROEDER

# SUNSHINE CORPORATE & FILING SERVICES, INC.

3458 Lakeshore Drive  
Tallahassee, Florida 32312  
(850) 656-4724

Please file 1st

\*\*

COVER LETTER  
DATE: 8-28-15

WALK IN

ENTITY

NAME: Ft. Myers Digestive Health and  
Pain ASCU, LLC

PLEASE FILE THE ATTACHED AND RETURN:

☒ PLAIN COPY  
☐ CERTIFIED COPY

CHECK # 1899  
AMOUNT: 150.00

PLEASE CONTACT TINA AT 850-508-1891 FOR FURTHER  
INFORMATION ON THIS MATTER!

THANK YOU SO MUCH!

TINA GOFF, PRESIDENT  
SUNSHINE CORPORATE & FILING SERVICES, INC.

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

The Articles of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:  
Ft. Myers Digestive Health and Pain ASC, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Tennessee  
on March 8, 2001  
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Ft. Myers Digestive Health and Pain ASC, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to date of receipt or filed date 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 listed in the attached Articles of Organization, if an effective date is listed therein.)

5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 21<sup>st</sup> day of January 2015

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: [Signature]  
Printed Name: Robert O'Grady Title: Authorized Person

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: [Signature]  
Printed Name: Robert O'Grady Title: Authorized Person

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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**ARTICLES OF ORGANIZATION  
OF  
FT. MYERS DIGESTIVE HEALTH AND PAIN ASC, LLC**

**ARTICLE I-NAME**

The name of the limited liability company shall be Ft. Myers Digestive Health and Pain ASC, LLC (the "Company").

**ARTICLE II-MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is:

12700 Creekside Lane  
Fort Myers, Florida 33919

**ARTICLE III-EFFECTIVE DATE**

This limited liability company's existence shall commence upon the filing of these Articles and shall terminate as provided for in the Operating Agreement.

**ARTICLE IV-INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are:

**Name**

**Address**

Robert O'Grady

12700 Creekside Lane  
Fort Myers, Florida 33919

**ARTICLE V-PURPOSE**

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**ARTICLE VI-MANAGEMENT OF THE COMPANY**

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following are the name and address of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

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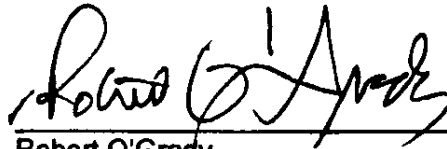
FAX AUDIT NO.:

<u>Name</u>	<u>Address</u>
Center for Digestive Health, Inc.	12700 Creekside Lane Fort Myers, Florida 33919
Premier Pain Associates, LLC	12700 Creekside Lane Fort Myers, Florida 33919
The Sybert Institute, P.A.	12700 Creekside Lane Fort Myers, Florida, 33919

**ARTICLE VII-OPERATING AGREEMENT**

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being an authorized representative of the Members of the Company, has executed these Articles of Organization this 27<sup>th</sup> day of January 2015.



Robert O'Grady  
Authorized Representative

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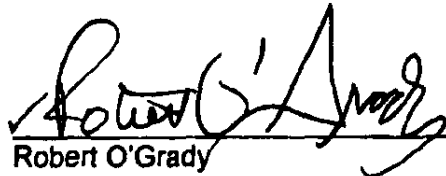
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Ft. Myers Digestive Health and Pain ASC, LLC.
2. The name and address of the registered agent and office are:

Robert O'Grady  
12700 Creekside Lane  
Fort Myers, Florida 33919

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, Florida Statutes.

  
Robert O'Grady  
Registered Agent

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