

L15000153155

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

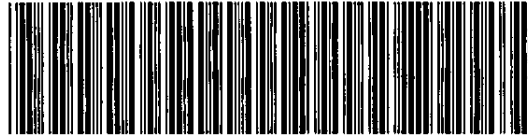
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Office Use Only



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09/03/15--01013--021 **150.00

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2015 SEP -3 AM 10:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/15/15



THE FLORIDA HEALTHCARE LAW FIRM
The Law Offices of Jeff Cohen, P.A.

The CenterState Bank Building
909 S.E. 5th Avenue, Suite 200
Delray Beach, Florida 33483

Daytona Beach • Fort Lauderdale • Fort Myers • Melbourne • Naples • Pensacola • Tampa

September 2, 2015

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

Re: Conversion from South Palm Cardiovascular Associates, Inc.
to South Palm Cardiovascular Associates, LLC

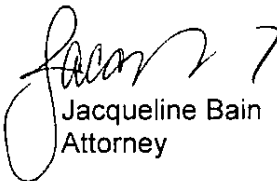
Dear Sir or Madam,

In connection with the captioned conversion, enclosed please find the following:

- Executed Articles of Conversion for "Other Business Entity" into Florida Limited Liability Company;
- Executed Articles of Organization for Florida Limited Liability Company;
- An original letter from the President of South Palm Cardiovascular Associates, Inc. evidencing an intent to abandon the name; and
- A check in the amount of \$150.00 to pay for filing costs associated with the above.

Should you have any questions at all, do not hesitate to contact me.

Very Truly Yours,


Jacqueline Bain
Attorney

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: South Palm Cardiovascular Associates, LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Jacqueline Bain
(Contact Person)

Florida Healthcare Law Firm
(Firm/Company)

909 SE 5th Avenue, Suite 200
(Address)

Delray Beach, FL 33483
(City, State and Zip Code)

jackie@floridahealthcarelawfirm.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Jacqueline Bain at (561) 455-7700
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 Filing Fees, Certified Copy, and Certificate of Status

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

FILED
2015 SEP - 3 AM 10: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
South Palm Cardiovascular Associates, Inc.

(Enter Name of Other Business Entity)

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

First organized, formed or incorporated under the laws of Florida
on 2-3-2012 (Enter state, or if a non-U.S. entity, the name of the country)
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
South Palm Cardiovascular Associates, LLC

(Enter Name of Florida Limited Liability Company)

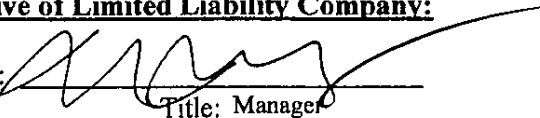
4. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.


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

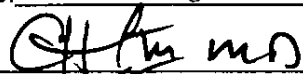
Signed this 16 day of August 202015.

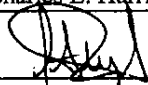
Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Michael L. Metzger Title: Manager

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

Signature: 
Printed Name: Michael L. Metzger Title: President

Signature: 
Printed Name: Charles L. Harring III Title: Vice President

Signature: 
Printed Name: Andres F. Ruiz Title: Vice President

Signature: 
Printed Name: Gustavo A. Cardenas Title: Vice President

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

2015 SEP -3 AM 10:01

SECRETARY OF STATE
ALLIANCE STATE

South Palm Cardiovascular Associates, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

11195 Jog Road Suite 6

Boynton Beach, FL 33437

11195 Jog Road Suite 6

Boynton Beach, FL 33437

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Michael L. Metzger

Name

11195 Jog Road Suite 6

Florida street address (P.O. Box **NOT** acceptable)

Boynton Beach

FL 33437

City

Zip

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..


Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Michael L. Metzger

11195 Jog Road Suite 6

Boynton Beach, FL 33437

MGR

Charles L. Haring III

11195 Jog Road Suite 6

Boynton Beach, FL 33437

MGR

Andres F. Ruiz

11195 Jog Road Suite 6

Boynton Beach, FL 33437

MGR

Gustavo A. Cardenas

11195 Jog Road Suite 6

Boynton Beach, FL 33437

(Use attachment if necessary)

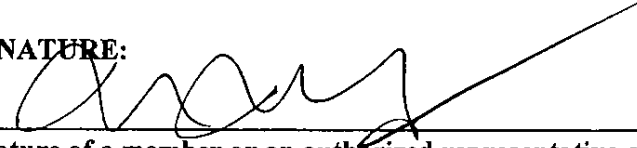
ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.


REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 605.0205 (3), Florida Statutes, the execution of this document constitutes an affirmation under the 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 for in s.817.155, F.S.)



Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)

June 10, 2015

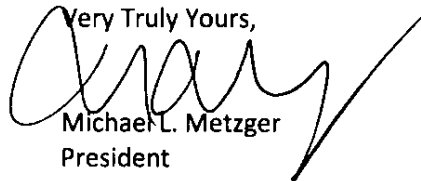
Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee FL, 32301

Re: Corporate Conversion from SOUTH PALM CARDIOVASCULAR ASSOCIATES, INC.
to SOUTH PALM CARDIOVASCULAR ASSOCIATES, LLC.

Dear Sir or Madam,

I am the current President of South Palm Cardiovascular Associates, Inc. In connection with the Corporate Conversion from South Palm Cardiovascular Associates, Inc. to South Palm Cardiovascular Associates, LLC, please be advised that it is our intent to abandon the name South Palm Cardiovascular Associates, Inc. in order to convert into this new business entity.

In the event that you require anything further, do not hesitate to contact us.

Very Truly Yours,

Michael L. Metzger
President