

L16000083403

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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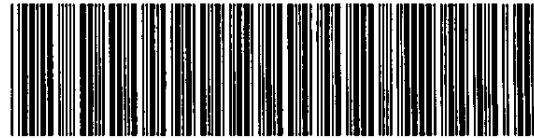
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

D. SCOTT

FEB 20 2017



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2017

ROBERT RAPPEL, DO, JD
601 21ST STREET, SUITE 300
VERO BEACH, FL 32960

SUBJECT: ORCHID MEDI-CENTER, LLC
Ref. Number: L16000083403

RECEIVED
2017 FEB 16 PM 2:40
TALLAHASSEE, FLORIDA

We have received your document for ORCHID MEDI-CENTER, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

ARTICLES OF INTEREST EXCHANGE AND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION ARE TWO SEPERATE FILINGS.THERE IS A
BALANCE DUE OF \$55.00.

We are enclosing the proper form(s) with instructions for your convenience.

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.

Dionne M Scott
Regulatory Specialist II

Letter Number: 017A00002231

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EXECUTION DOCUMENT

ARTICLES OF INTEREST EXCHANGE
OF
ORCHID MEDI-CENTER, L.L.C.

Exchange: Pursuant to §605.1035, *Florida Statutes*, I hereby submit the following Articles of Interest

ARTICLE I - ACQUIRED ENTITY

The name of the acquired limited liability company ("Company") is:

ORCHID MEDI - CENTER, LLC

The document number of the acquired entity is: L16000083403

ARTICLE II - ACQUIRING ENTITY

The name of the acquiring entity is:

SIMPSON CHIROPRACTIC PAIN AND WELLNESS CENTER, P.A.

The jurisdiction of formation of the acquiring entity is the State of Florida. The Document Number is: P0100008071, and the acquiring entity is a professional service corporation.

ARTICLE III - PLAN OF INTEREST EXCHANGE

The Plan of Interest Exchange was approved by ORCHID MEDI - CENTER LLC, the acquired limited liability entity in accordance with the provisions of §§605.1031-605.1036, *Florida Statutes*, and by each member of such limited liability company, who, as a result of the interest exchange, will have interest holder liability under §605.1033(1)(b) and whose approval is required.

ARTICLE IV - AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The Amended and Restated Articles of Organization to ORCHID MEDI - CENTER, LLC, the acquired limited liability company, have been approved and made part of the Plan of Interest Exchange and are attached.

ARTICLE V - APPROVAL OF PLAN OF INTERST EXCHANGE ACQUIRING ENTITY

The Plan of Interest exchange has been approved by SIMPSON WELLNESS PAIN AND WELLNESS CENTER, PA in accordance with the laws of the State of Florida.

ARTICLE VI - APPRAISAL RIGHTS

The acquiring entity, SIMPSON WELLNESS PAIN AND WELLNESS CENTER, PA, has agreed to pay

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EXECUTION DOCUMENT

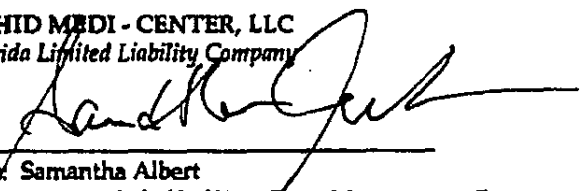
to any Members of ORCHID MEDI - CENTER, LLC, the acquired entity with appraisal rights the amount to which such Members are entitled under §§605.1006 and 605.1061- 605.1072, Florida Statutes.

ARTICLE VII - EFFECTIVE DATE OF INTEREST EXCHANGE

The effective date of the interest exchange shall be on the date of filing.

ACQUIRED ENTITY

ORCHID MEDI - CENTER, LLC
A Florida Limited Liability Company

By: 

Name: Samantha Albert

Its: Manager on behalf of East Coast Management Corp

ACQUIRING ENTITY

SIMPSON WELLNESS PAIN AND WELLNESS CENTER, PA
A Florida Professional Service Corporation

By: 

Name: Charles A. Simpson, DC

Its: President

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