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3458 Lakeshore Drive
Tallahassee, Florida 32312
(850) 656-4724
Toll Free: 844-541-6792

DATE: 6-2-16

WALK IN

ENTITY NAME: Transparent Health
Marketplace, LLC

****PLEASE FILE THE ATTACHED AND RETURN:****

☒ Plain Copy

☐ Certified Copy

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:****

Document Number: _____

☐ Certified Copy of Arts & Amendments

☐ Certificate of Good Standing

****APOSTILLE/NOTARIAL CERTIFICATION:****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL AMOUNT OWED: 150 - (Conversion / Articles)
25- 125-

CHECK NUMBER: 2548

PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

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:
Transparent Health Marketplace Corp.

(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 Delaware
on May 28, 2015 (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**:

Transparent Health Marketplace, 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.

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TALLAHASSEE, FLORIDA

Signed this 19th day of May 2016.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative:

Printed Name: Charles I. Middleton

Title: Authorized Agent

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

Signature:

Printed Name: Charles I. Middleton

Title: President

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)

**ARTICLES OF ORGANIZATION
OF
TRANSPARENT HEALTH MARKETPLACE, LLC**

The undersigned, a duly authorized representative of a member of this limited liability company, adopts these articles of organization to form a limited liability company under Chapter 605, Florida Statutes, the Florida Revised Limited Liability Company Act.

ARTICLE I. NAME

The name of this limited liability company is TRANSPARENT HEALTH MARKETPLACE, LLC (the "Company").

ARTICLE II. PRINCIPAL OFFICE

The principal office and street address of the Company is 301 Clematis St., Ste. 3000, West Palm Beach, Florida 33401.

ARTICLE III. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company is 301 Clematis St., Ste. 3000, West Palm Beach, FL 33401. The name of the initial registered agent at that address is Charles I. Middleton.

**ARTICLE IV
INDEMNIFICATION**

Each person who is or was a member, manager, officer, employee, or agent of the Company, and each such person who is or was serving at the request of the Company as a member, manager, director, officer, employee, or agent of another limited liability company, corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Company (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Company to the fullest extent permitted from time to time by the laws of the State of Florida or any other applicable laws as presently or hereafter in effect. The Company shall advance the expenses incurred by any of the foregoing persons in defending actions against them to the full extent permitted by applicable law. Without limiting the generality or the effect of the foregoing, the Company may enter into one or more agreements with any person which provide for indemnification greater or different than that provided by this Article IV. Any amendment, modification or repeal of this Article IV shall not adversely affect any right or protection existing hereunder at the time of such amendment, modification or repeal.

ARTICLE XI. AUTHORIZED REPRESENTATIVE

The name and address of the person signing these articles of organization as authorized representative are:

Charles I. Middleton
301 Clematis St., Ste. 3000
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Organization and does hereby acknowledge that this instrument constitutes his act and deed and that the facts stated herein are true.


Charles I. Middleton

16 JUN - 2011
SECRETARY OF STATE
CALLAHAN
FLORIDA
11:11 PM

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent to accept service of process for **TRANSPARENT HEALTH MARKETPLACE, LLC** at the place designated in the articles of organization for said limited liability company, the undersigned hereby accepts appointment as registered agent, has read and is familiar with the applicable provisions of Chapter 605, F.S. concerning the duties of the registered agent, and agrees to act in this capacity.



Charles I. Middleton

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