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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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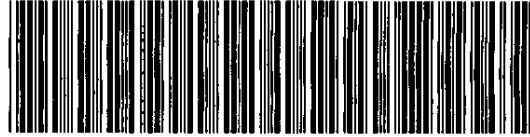
(Business Entity Name)

(Document Number)

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M/M

COVER LETTER

TO: Registration Section,
Division of Corporations

SUBJECT: Physicians of Central Florida, 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:

Gary Walker, Esquire
(Contact Person)
Allen Dell, P.A.
(Firm/Company)
202 S. Rome Avenue, Suite 100
(Address)
Tampa, FL 33606
(City, State and Zip Code)
gwalker@allendell.com and/or sbaker@allendell.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Gary Walker, Esquire at (813) 223-5351, ext 302
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$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

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**ARTICLES OF CONVERSION
FOR
PHYSICIANS OF CENTRAL FLORIDA, P.A.
INTO
PHYSICIANS OF CENTRAL FLORIDA, LLC**

These 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: **PHYSICIANS OF CENTRAL FLORIDA, P.A.** *PC3000058125*
2. The "Other Business Entity" is a corporation first incorporated under the laws of the State of Florida on May 27, 2003.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization, which shall constitute the public organic record: **PHYSICIANS OF CENTRAL FLORIDA, LLC**, filed on May 31, 2016 with an effective date of June 1, 2016.
4. The plan of conversion has been approved in accordance with ss. 605.1041 - 605.1046, Florida Statutes.

Signed this 18th day of May, 2016.

PHYSICIANS OF CENTRAL FLORIDA, LLC

By: *Chang Khai Hung*
Khai Chang, M.D., Manager

PHYSICIANS OF CENTRAL FLORIDA, P.A.

By: *Chang Khai Hung*
Khai Chang, M.D., Chairman

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IN WITNESS WHEREOF, the undersigned hereby approve this Plan of Conversion as of this 18th day of May, 2016.

PHYSICIANS OF CENTRAL FLORIDA, LLC

By: Chang Khai Hung
Khai Chang, M.D., Manager

MEMBERS:

Chang Khai Hung
KHAH CHANG, M.D.

Ma Thuzar Aung
MA THUZAR AUNG, M.D.

Ajay Bisht
AJAY BISHT, M.D.

Shahbaz Ali Chhema
SHAHBAZ ALI CHHEMA, M.D.

Waheeduz Zaman
WAHEEDUZ ZAMAN, M.D.

Birendra Bhattarai
BIRENDRA BHATTARAI, M.D.

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**ARTICLES OF ORGANIZATION
OF
PHYSICIANS OF CENTRAL FLORIDA, LLC**

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Company shall be: **PHYSICIANS OF CENTRAL FLORIDA, LLC.**

**ARTICLE II
ADDRESS AND PLACE OF BUSINESS**

The address of the principal office and the mailing address of this Company shall be:

PRINCIPAL OFFICE

18550 U.S. Highway 441, Suite A
Mount Dora, FL 32757

MAILING ADDRESS

18550 U.S. Highway 441, Suite A
Mount Dora, FL 32757

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

**ARTICLE V
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the Managers and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the Managers. The name and current address of the initial Manager is as follows, who shall act in such capacity until otherwise determined by the members in accordance with the Company's Operating Agreement:

**KHAI CHANG, M.D.
18550 U.S. HIGHWAY 441, SUITE A
MOUNT DORA, FL 32757**

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ARTICLE VI RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

ARTICLE VII RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

ARTICLE VIII OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

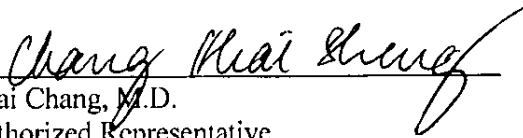
ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 202 S. Rome Avenue, Suite 100, Tampa, FL 33606, and the name of its initial registered agent is Gary Walker. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0113, Florida Statutes.

ARTICLE X ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative; do hereby certify that the foregoing constitutes the Articles of Organization of **PHYSICIANS OF CENTRAL FLORIDA, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization on the 18th day of May, 2016, to be effective for all purposes as of the 1st day of June, 2016.


Khai Chang, M.D.
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **PHYSICIANS OF CENTRAL FLORIDA, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 605.0113, Florida Statutes.

EXECUTED this 18th day of May, 2016.

By: Gary Walker
Gary Walker, Esq.

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