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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

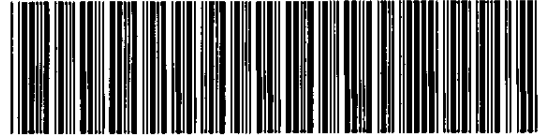
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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16 NOV 22 PM 3:21

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16 NOV 22 PM 4:31  
SUFFOLK COUNTY CLERK

C. GOLDEN

NOV 23 2016

*\*Please file second\**

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 378965 4311639

AUTHORIZATION

COST LIMIT : \$180.00

*[Signature]*

ORDER DATE : November 22, 2016

ORDER TIME : 3:38 PM

ORDER NO. : 378965-010

CUSTOMER NO: 4311639

DOMESTIC AMENDMENT FILING

NAME: MIAMI KIDNEY GROUP

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
16 NOV 22 PM 3:21

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

FILED  
16 NOV 22 PM 3:21

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:

**MIAMI KIDNEY GROUP**

(Enter Name of Other Business Entity) AP1000001378

2. The "Other Business Entity" is a General Partnership  
(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 November 13, 2016 (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:

**MIAMI KIDNEY GROUP, PLLC**

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: Upon Filing  
(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 17<sup>th</sup> day of November 2016.

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

Signature of Authorized Representative: ✓ [Signature]

Printed Name: Alberto B. Esquenazi, M.D. Title: Manager

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

Signature: [Signature]

Printed Name: Alberto B. Esquenazi, M.D., P.A. Title: General Partner

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)

## PLAN OF CONVERSION

### OF

## MIAMI KIDNEY GROUP

The undersigned, being the authorized partners (the "Partners") of MIAMI KIDNEY GROUP, a Florida general partnership (the "Converting Entity"), hereby adopt the following plan of conversion (the "Plan") in accordance with Sections 620.8912, 620.8914 and 620.8915 of the Florida Revised Uniform Partnership Act, Sections 605.1042 and 605.1044 of the Florida Revised Limited Liability Company Act and the applicable provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

1. On November ~~17~~, 2016, the effective date of the Articles of Conversion and Articles of Organization, the Converting Entity shall be converted (the "Conversion") into MIAMI KIDNEY GROUP, PLLC, a Florida professional limited liability company (the "Converted Entity").

2. The Converting Entity shall continue its existence in the organizational form of the Converted Entity.

3. The Converted Entity shall be a professional limited liability company formed under the laws of the State of Florida.

4. The manner and basis of converting the general partnership interests ("Partnership Interests") of the Converting Entity into membership Units ("Membership Units"), of the Converted Entity shall be as follows:

The Partnership Interests in the Converting Entity by virtue of the Conversion shall be automatically converted into the same percentage of Membership Units of the Converted Entity. By virtue of the Conversion the Membership Units of the Converted Entity shall be held as follows:

<u>Name:</u>	<u>Membership Units:</u>
Marcos B. Esquenazi, M.D., P.A.	33%
Alberto B. Esquenazi, M.D., P.A.	33%
Jose B. Esquenazi, M.D., P.A.	33%

5. Immediately following the Conversion, all right, title, and interest to all property owned by the Converting Entity shall be owned, subject to any exiting liens or other encumbrances on such property, by the Converted Entity without reversion or impairment, further act or deed, or any transfer or assignment having occurred.

6. The Converted Entity will make an initial classification election by filing IRS Form 8832 to be classified as an association taxable as a partnership with an effective date of the date in which the effective time of the Conversion occurs. The Conversion, together with the initial classification election by the Converted Entity, is intended to be a reorganization described in section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended ("Code"), and this document constitutes a plan of reorganization under Code section 368.

7. Immediately following the Conversion, management of the Converted Entity shall be vested in Alberto B. Esquenazi, M.D., as manager (the "Manager") of the Converted Entity and, as Manager, he shall have such duties, powers and authority as set forth in the operating agreement of the Converted Entity.

8. The organizational documents of the Converted Entity are attached hereto as Exhibit A.

9. The Articles of Conversion is attached hereto as Exhibit B.

10. The Partners hereby unanimously ratify and approve the organizational documents of the Converted Entity and the Articles of Conversion, and hereby authorize each of the Partners of the Converting Entity to execute and file such documents with the Florida Secretary of State and to take such actions necessary to consummate the Conversion.

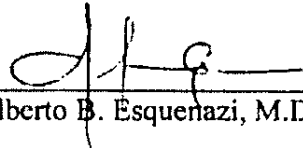
11. By executing this Plan, the Partners waive their right to receive written notice prior to approving this Plan pursuant to Section 605.8912, Florida Statutes.

*[Signatures on following page]*

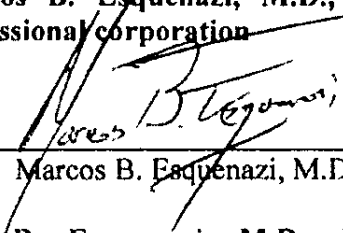
IN WITNESS WHEREOF, the undersigned have caused this Plan of Conversion to be executed as of the 17 day of November, 2016.

**PARTNERS:**

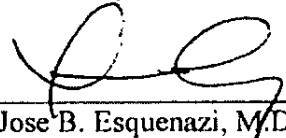
**Alberto B. Esquenazi, M.D., P.A., a Florida professional corporation**

By:   
Alberto B. Esquenazi, M.D., President

**Marcos B. Esquenazi, M.D., P.A., a Florida professional corporation**

By:   
Marcos B. Esquenazi, M.D., President

**Jose B. Esquenazi, M.D., P.A., a Florida professional corporation**

By:   
Jose B. Esquenazi, M.D., President

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

16 NOV 22 PM 3:21

**MIAMI KIDNEY GROUP, PLLC**

(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:

7900 S.W. 57th Avenue, Suite 21  
Suite 21  
Miami, Florida 33143

### Mailing Address:

7900 S.W. 57th Avenue  
Suite 21  
Miami, Florida 33143

## 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:

Corporation Service Company

Name

1201 Hays Street

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

Tallahassee

City

FL 32301

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..*

Melissa Zender

Asst. Vice President

  
Registered Agent's Signature (REQUIRED)

(CONTINUED)



**ARTICLE IV-**

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

16 MAY 22 PM 3:21

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGR

**Name and Address:**

Alberto B. Esquenazi, M.D.

7900 S.W. 57th Avenue, Suite 21

Miami, Florida 33143

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: Upon Filing. (OPTIONAL)

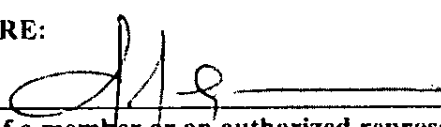
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**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.

The purpose for which this professional limited liability company is organized is to engage in the practice of nephrology and offering nephrology services to the general public under the laws of the State of Florida.

**REQUIRED SIGNATURE:**

  
\_\_\_\_\_  
**Signature of a member or an authorized representative of a member.**

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.  
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.

Alberto B. Esquenazi, M.D.

\_\_\_\_\_  
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)**