

DEC 29 2016

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Douglas P. Zipes, M.D., 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 A. Forster, Esq.

(Contact Person)

Forster Boughman & Lefkowitz

(Firm/Company)

2200 Lucien Way, Suite 405

(Address)

Maitland, FL 32751

(City, State and Zip Code)

forster@FBL-Law.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Gary A. Forster, Esq.

at (407) 255-2055

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☒ \$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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
16 DEC 29 AM 10:32

ARTICLES OF CONVERSION FOR
DOUGLAS P. ZIPES, M.D., INC.
TO
DOUGLAS P. ZIPES, M.D., LLC

16 DEC 29 AM 10:32

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Conversion and attached Articles of Organization are submitted to convert the following Indiana corporation to a Florida limited liability company in accordance with Florida Statute 605.1045.

1. Douglas P. Zipes, M.D., Inc. (the "Corporation") has been converted to a Florida limited liability company ("LLC"), in compliance with chapter 605 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute 605.1041-605.1046.

3. The effective date of the conversion shall be January 1, 2017.

4. The mailing address and street address of the principal office of the LLC is 26441 Brick Lane, Bonita Springs, FL 34135.

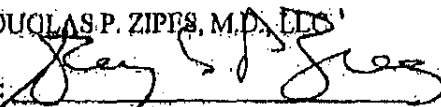
5. The name of the Corporation immediately prior to the filing of these Articles of Conversion is Douglas P. Zipes, M.D., Inc., incorporated under the laws of the State of Indiana on June 26, 1976.

6. The name of the LLC after the filing of these Articles of Conversion, as set forth in the attached Articles of Organization, is Douglas P. Zipes, MD., LLC, formed under the laws of the State of Florida.

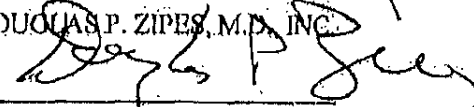
7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 605.1006 and 605.1061-605.1072.

DATED effective the 1st day of January, 2017.

DOUGLAS P. ZIPES, M.D., LLC

By: 
Douglas P. Zipes, M.D., Manager

DOUGLAS P. ZIPES, M.D., INC.

By: 
Douglas P. Zipes, M.D., President

**ARTICLES OF ORGANIZATION FOR
DOUGLAS P. ZIPES, M.D., LLC
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is DOUGLAS P. ZIPES, M.D., LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 26441 Brick Lane, Bonita Springs, FL 34135.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Company.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its manager, and the name and address of the manager are:

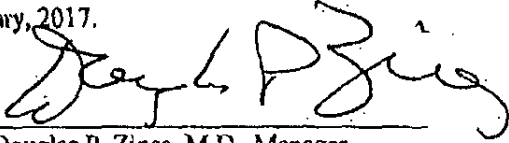
Douglas P. Zipes, M.D.
26441 Brick Lane
Bonita Springs, FL 34135

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 26441 Brick Lane, Bonita Springs, FL 34135 and the initial Registered Agent at such address is Douglas P. Zipes, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

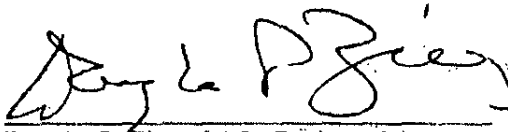
IN WITNESS WHEREOF, the undersigned manager affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned manager has executed these Articles of Organization effective as of the 1st day of January, 2017.


Douglas P. Zipes, M.D., Manager

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 605.0113, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Limited Liability Company.

DATED effective the 1st day of January, 2017.


Douglas P. Zipes, M.D., Registered Agent

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SECRETARY OF STATE
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