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(City/State/Zip/Phone #)

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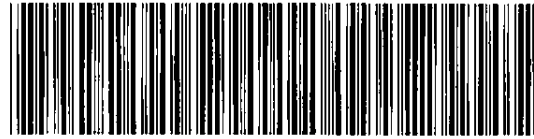
(Business Entity Name)

(Document Number)

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T SCHROEDER

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** VIVIFY BY VACARE, 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:

Graciela Battaglia

(Contact Person)

Spiegel & Utrera, P.A.

(Firm/Company)

1840 SW 22nd Street, 4th Floor

(Address)

Miami, FL 33145

(City, State and Zip Code)

gbattaglia@amerilawyer.com

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

For further information concerning this matter, please call:

Graciela Battaglia

at (800) 603-3900

(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:

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center  
Circle Tallahassee, FL  
32301

### MAILING ADDRESS:

New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**ARTICLES OF CONVERSION  
FOR  
FLORIDA PROFIT CORPORATION  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

This Articles of Conversion and attached Articles of Organization are submitted to convert the Florida Profit Corporation into a Florida Limited Liability Company in accordance with s.605.1045, Florida Statutes:

1. The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is **VIVIFY BY VACARE, INC.** *File-19122*
2. E2 RECRUITING, INC. is a Florida Profit Corporation, first incorporated under the laws of the State of Florida on March 1, 2016.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **VIVIFY BY VACARE, LLC**
4. These Articles of Conversion shall be effective immediately upon approval of the Secretary of State, State of Florida.
5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 12<sup>th</sup> day of April 2017

Signature of Authorized Representative of Limited Liability Company:

*Deborah Townsend*  
Deborah Townsend, Member

Signature on behalf of the Corporation

*Deborah Townsend*  
Deborah Townsend, President

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17 APR 12 PM 10:44  
TALLAHASSEE  
FLORIDA

# ARTICLES OF ORGANIZATION

OF

## VIVIFY BY VACARE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

### ARTICLE 1 - NAME

The name of the limited liability company shall be **VIVIFY BY VACARE, LLC**, ("Company").

### ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 4081 Southern Valley Loop, Brooksville, Florida 34601, and the mailing address shall be the same.

### ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

### ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

### ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 868-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

## **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this company is 1840 Southwest 22<sup>nd</sup> Street, 4<sup>th</sup> Floor, Miami, Florida 33145. The name and address of the registered agent of this Company at this address is Spiegel & Utrera, P.A., 1840 Southwest 22<sup>nd</sup> Street, 4<sup>th</sup> Floor, Miami, Florida 33145.

## **ARTICLE 7 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

## **ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager:	Deborah Townsend
Vice-Operating Manager:	Philip Townsend
Secretary:	Joe Decker
Treasurer:	Deborah Townsend

whose mailing address shall be the same as the principal office of the Company.



**SPIEGEL & UTRERA, P.A.**  
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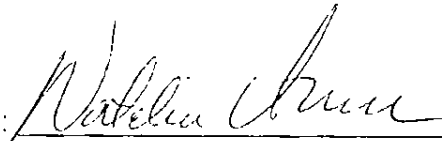
IN WITNESS WHEREOF, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 12<sup>th</sup> day of April 2017.

  
Deborah Townsend, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 605.0201, Florida Statutes and other applicable Florida Statutes

SPIEGEL & UTRERA, P.A.

By:   
Natalia Utrera, Vice-President

17 APR 13 AM 10:45  
FILED  
CLERK OF CIRCUIT COURT  
MIAMI, FLORIDA



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

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