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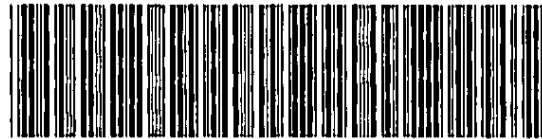
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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17 JUL 31 AM 11:03
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JULIA S. BURCH

T. BURCH

AUG 1 2017

RHGH RAPPEL
HEALTH LAW GROUP P.L.

601 21ST STREET – SUITE 300 – VERO BEACH, FLORIDA – 32960
TELEPHONE: 772.778.8885 – E-MAIL: postmaster@rappelhealthlaw.com

August 17, 2011

VIA FEDERAL EXPRESS

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

**Re: CONVERSION DOCUMENTS
FLORIDA APOTHECARY, INC. to LLC**

Dear Sir/Madam:

Please find enclosed duly signed Articles of Conversion, and Articles of Organization, to convert an "Other Business Entity" (Florida Apothecary, Inc.) into "Florida Limited Liability Company" (Florida Apothecary, LLC), accordance with § 605.1045, *Florida Statutes*.

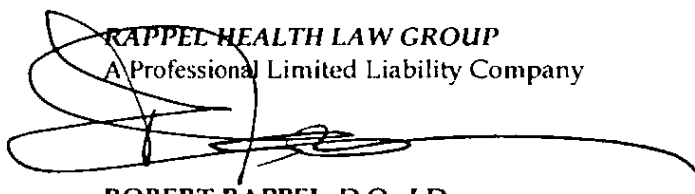
Additionally, please find a Rappel Health Law Group, PL check in the amount of One Hundred Eighty-Five and 00/100ths Dollars (\$185.00) for Filing Fees, Certified Copy, and Certificate of Status, which are being submitted for the conversion.

Please return all correspondence concerning this matter to:

Robert Rappel, DO, JD
Rappel Health Law Group, PL
601 21st Street, Suite 300
Vero Beach, Florida 32960
Telephone: 772.778.8885
Electronic Correspondence: dr@rappelhealthlaw.com

Should you have any questions regarding the above, please contact us at your convenience.

Very truly yours,


RAPPEL HEALTH LAW GROUP
A Professional Limited Liability Company

ROBERT RAPPEL, D.O., J.D.
For the Firm

DRR/

Enclosures: Articles of Conversion, Articles of Organization, Check
cc: Michael Patterson, Manager, Florida Apothecary, LLC (via email only)

g:\old server data\clients\patterson, michael\florida apothecary, inc\correspondence\correspondence division of corporations 07.28.2017.docx

ROBERT RAPPEL, D.O., J.D. *+ | CRAIG M. RAPPEL, ESQ. *§0

| *MEMBER FLORIDA AND DC BAR | + BOARD CERTIFIED HEALTH LAW ATTORNEY |

| § MEMBER OF LAW SOCIETY OF ENGLAND & WALES, SRA NO. 492691 |

**ARTICLES OF CONVERSION
FOR
FLORIDA APOTHECARY, INC.
INTO
FLORIDA APOTHECARY, L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

FILED
17 JUL 31 AM 11:03
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

This **ARTICLES OF CONVERSION** ("Articles of Conversion") and attached Articles of Organization are submitted to convert **FLORIDA APOTHECARY, INC.**, a Florida corporation into a Florida Limited Liability Company in accordance with Section 605.1045, *Florida Statutes*, hereby states as follows:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

FLORIDA APOTHECARY, INC.

first organized and incorporated under the laws of the State of Florida on May 5, 2014.

2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

FLORIDA APOTHECARY, LLC

and shall be effective on the date of filing.

3. The Plan of Conversion has been approved in accordance with all applicable statutes.

4. **FLORIDA APOTHECARY, INC.** has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605 1062-1072, *Florida Statutes*.

The Member or authorized representative of a Member affirms that the facts stated in this Articles of Conversion are true and understands that any false in formation contained in this document constitutes a third-degree felony as provided for in Section 817.155, *Florida Statutes*. Signed this 20th, day of July 2017.

[Signature Page to Follow]

FLORIDA APOTHECARY, LLC

By: _____

Michael Patterson, MGR

Authorized Representative or Member in accordance with Section 605.0203, *Florida Statutes*, the execution of this Articles of Conversion constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FLORIDA APOTHECARY, INC.

By: _____

Name: Michael Patterson

Its/ Sole Director/ Shareholder

AGREEING TO AND APPROVING OF THE ABOVE AS ALL OF ITS DIRECTORS AND SHAREHOLDERS.

The individuals signing above for Florida Apothecary, Inc. affirm that the facts stated in this document are true, and understand that any false information constitutes a third-degree felony as provided for in Section 817.155, *Florida Statutes*.

EXECUTION DOCUMENT

ARTICLES OF ORGANIZATION
OF
FLORIDA APOTHECARY, L.L.C.

The undersigned incorporator to these Articles of Organization desiring to form a Florida limited liability company pursuant to Chapter 605, *Florida Statutes*, hereby states as follows:

ARTICLE I - NAME

The name of the Limited Liability Company ("Company") is:

FLORIDA APOTHECARY, L.L.C.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Company is 1409 Tipperary Drive, Melbourne, Florida 32940 or such a place as may be designated by the Members.

ARTICLE III - REGISTERED AGENT AND ADDRESS

The name and Florida street address of the initial registered agent for service of process in the State of Florida for this Company is Robert Rappel, DO, JD, President DEC Consultants, 601 21st Street, Suite 300, Vero Beach, Florida 32960.

ARTICLE IV - PURPOSE

The general nature, purpose and character of business to be transacted by the Company is

- A. To engage in any lawful purpose, regardless of whether for profit.
- B. To invest the funds of the Company in real estate, mortgages, stocks, bonds or any other type of investment and to own real and personal property necessary for the enhancement of the business of the Company.

ARTICLE V - DURATION

The Company shall exist upon the date of filing of these Articles of Organization with the Secretary of State, and shall continue perpetually or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Section 605.0707, *Florida Statutes*.

ARTICLE VI - MANAGEMENT

The Company shall be Manager -Managed as set forth in the Operating Agreement for the Company; provided, however, that the Members may, by regulation or operating agreement, provide for the management of the Company by a non-Member Manager.

ARTICLE VII - ADDITIONAL MEMBERS

Additional Members may be admitted to the Company in the manner provided for in the

EXECUTION DOCUMENT
Operating Agreement.

ARTICLE VIII - DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the Members may specify by regulation or Operating Agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after such event, unless the remaining Members agree in writing to continue the business of the Company.

ARTICLE IX - INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member or Manager for any liability incurred in connection with any action, if such Member and/or Manager acted in good faith and in a manner, it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, Manager, Member Manager or employee of the Company, or is or was serving at the request of the Company as a manager, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

ARTICLE X - LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

ARTICLE XI - TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

ARTICLE XII - POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members. As provided for in Section 605.0107 (4), *Florida Statutes*, any conflict between the Operating Agreement and these Articles of Organization are to be resolved in favor of the Operating Agreement with

EXECUTION DOCUMENT
respect to any internal disputes

ARTICLE XIII - LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the regulations incorporated in the Operating Agreement of the limited liability company shall be vested in the Members of the Company. Regulations adopted by the Members may be repealed or altered; the Members may adopt new regulations; and the Members may prescribe any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

ARTICLE XIV - AUTHORIZATION TO MANAGE

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

Title:

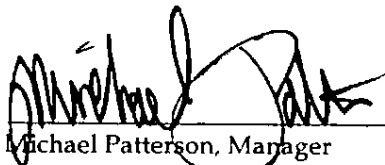
MGR

Name and Address:

Michael Patterson
1409 Tipperary Drive
Melbourne, Florida 32940

IN WITNESS WHEREOF, the Member or authorized representative of a Member in accordance with Section 605.0203, *Florida Statutes*, has caused these Articles of Organization to be executed this 18 day of July 2017.

By:



Michael Patterson, Manager

Authorized Representative in accordance with Section 605.0203 (1)(b), *Florida Statutes*, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted to the Department of State constitutes a third-degree felony as Provided for in Section 817.155, *Florida Statutes*.

EXECUTION DOCUMENT

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the Provisions of Section 605.0113, *Florida Statutes*, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is:

FLORIDA APOTHECARY, L.L.C.

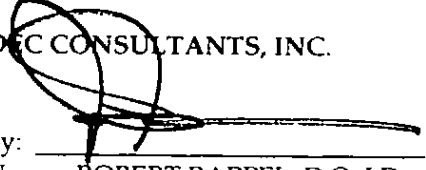
2. The name and address of the registered agent and office is:

DEC Consultants, Inc.
601 21st Street,
Suite 300
Vero Beach, Florida 32960

ACKNOWLEDGMENT:

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, *Florida Statutes*

DEC CONSULTANTS, INC.

By: 
Name: ROBERT RAPPEL, D.O., J.D.
Its. President

Dated: July ¹² 2017

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this ____ day of August, 2014, by Robert Rappel, President, DEC Consultants, Inc. who is personally known to me and who did not take an oath.

By: 
Notary Public
Commission Number:



Con _____
Expires: June 4, 2021
Bonded thru Aaron Notary



Brook Gentle
Commission # GG111212
Expires: June 4, 2021
Bonded thru Aaron Notary