

218 0000 19186

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

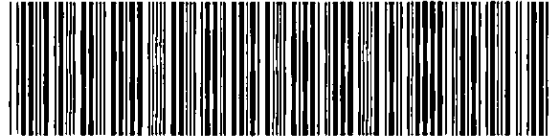
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

M. MOON

JAN 24 2018



900307054139

01/03/18--01011--008 \*\*150.00

2018 JAN -03 11:01

FILED  
18 JAN 24 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

1. 2. 5839618-4188

Charter Number Only

V  
A  
L  
I  
D  
A  
T  
I  
O  
N  
  
O  
N  
L  
Y

Renier Cruz DA

Requestor's Name

1740 Coral Way

Address

Miami, FL 33145

City

State

ZIP

Phone

CORPORATION(S) NAME

Five star Medical Center Corporation  
to LLC

☐ Profit

☒ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Conversion

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☐ Walk In

☐ Will Wait

☐ Pick Up

☐ Mail Out



Empire Toll Free: 1-800-432-3028

FILED

18 JAN 24 PM 1:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Five Star Medical Center, 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:

Renier Cruz, Esq.

(Contact Person)

Renier Cruz P.A.

(Firm/Company)

300 Sevilla Avenue, Suite 310

(Address)

Coral Gables, Florida 33143

(City, State and Zip Code)

rc@cruzpa.com

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

For further information concerning this matter, please call:

Joanna Gonzalez

(Name of Contact Person)

at ( 305 ) 900-8269

(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

FILED  
18 JAN 24 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

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

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:  
Five Star Medical Center, Corp.

(Enter Name of Other Business Entity)

014000081940

2. The "Other Business Entity" is a Corporation  
(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  
(Enter state, or if a non-U.S. entity, the name of the country)

on October 7, 2014  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:  
Five Star Medical Center, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

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.

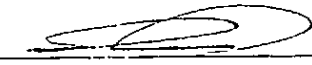
5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

FILED  
18 JAN 24 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

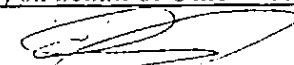
Signed this 20th day of December 2017.

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


Signature of Authorized Representative: 

Printed Name: Isidro Pujol Title: Member

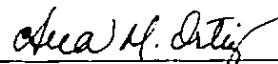
**Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]**

Signature: 

Printed Name: Isidro Pujol Title: President

Signature: 

Printed Name: Joanna Gonzalez Title: Treasurer

Signature: 

Printed Name: Ana M. Ortiz Title: Secretary

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)

FILED  
18 JAN 24 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
FIVESTAR MEDICAL CENTER, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I  
COMPANY NAME**

The name of this limited liability company shall be Five Star Medical Center, LLC

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

Principal office is located at 4302 Alton Road, Suite 900, Miami Beach, Florida 33140, the company shall have the power and authority to move this principal office or establish branch offices at any other place or places as the members may designate.

**ARTICLE III  
PURPOSES AND POWERS**

3.1 The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the State of Florida, and in addition to the purpose, activity and powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

3.1.1 To engage in any activity or business not prohibited under the Florida Statutes or the laws of the State of Florida.

3.1.2 In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles.

3.1.3 To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the property, business, good will, rights, assets, and liabilities of any person, firm, association, company or corporation carrying on any kind of lawful business, and to hold, utilize, and in any manner dispose of the rights and property so acquired.

This instrument was prepared by:  
Renier Cruz, Esq.  
300 Sevilla Avenue  
Suite 301  
Coral Gables, Florida 33134

FILED  
18 JAN 24 PM 1:29  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

3.1.4 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, company, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

3.1.5 To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting for itself or as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for itself or any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

3.1.6 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

3.2 The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

3.3 Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not do under Florida laws, lawfully carry on, exercise, or do.

#### *ARTICLE IV*

##### *MANAGEMENT, EXERCISE OF POWERS AND AMENDMENTS*

4.1 The company shall be initially organized with three Members, whose names and addresses are as follows: Isidro Pujol, M.D., whose address is: 4302 Alton Road Suite 900 Miami Beach, Florida 33140, Joanna Gonzalez whose address is: 4302 Alton Road Suite 900 Miami Beach, Florida 33140 and Ana M. Ortiz whose address is: 4302 Alton Road Suite 900 Miami Beach, Florida 33140.

FILED  
18 JAN 24 PM 1:29  
CLERK OF DISTRICT COURT  
JAN 24 2018  
TALLAHASSEE, FLORIDA

4.2 All limited liability company powers shall be reserved to, exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company.

4.3 This or any other Article contained in this Articles of Organization, including, without limitation, the right to have the company powers exercised by the members or one or more managers, may be amended from time to time by a unanimous vote of the members of the limited liability company.

#### **ARTICLE V**

##### **MEMBERSHIP RESTRICTIONS**

5.1 Members shall have the right to admit new members by unanimous consent.

5.2 Contributions required of new members shall be determined as of the time of admission to the limited liability company.

5.3 A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, except as hereinafter stated.

5.4 On the expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### **ARTICLE VI**

##### **LIMITATIONS**

No member of the Company shall be an agent of the Company solely by being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by being a member. In the event of any discrepancy between these Articles or Organization and the Operating Agreement, the Operating Agreement shall control.

#### **ARTICLE VII**

##### **DURATION**

This limited liability company shall exist perpetually until dissolved by the Members upon an event of dissolution according to the terms of the company's regulations or Operating Agreement, dissolved in a manner provided by law, or if the regulations are in conflict with Florida law, then in a manner provided by law.

#### **ARTICLE VIII**

##### **CAPITAL CONTRIBUTIONS**

8.1 Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the initial members in equal shares. Additional contributions will be made as required for investment purposes, or as determined by unanimous consent of the members. Members will make contributions in equal shares. Members may increase their capital

FILED  
18 JAN 24 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



contribution, at which time the Capital Contribution percentage among members may be recalculated as determined by unanimous consent of the members.

82 The initial amount of capital each Member has contributed or has agreed to contribute in writing:

Member	Contribution to Capital
Isidro Pujol, M.D.	\$ 600.00
Ana M. Ortiz	\$ 200.00
Joanna Gonzalez	\$ 200.00

FILED  
18 JAN 24 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IX PROFITS AND LOSSES**

9.1 The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits when and as unanimously determined by the members. When determined, the distributive share shall be Sixty (60%) percent to Dr. Isidro Pujol, Twenty (20%) percent to Joanna Gonzalez and Twenty (20%) to Ana M. Ortiz.

9.2 All losses that occur in the operation of the limited liability company business may be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in percentage to their distributive share, only if, when, how, and as unanimously determined by the members.

#### **ARTICLE X RESERVATION OF POWER TO ADD MEMBERS**

10.1 The company shall have the right to add additional Members as authorized by law or in accordance with the terms of its operating agreement.

10.2 No new member shall have the right to participate in the management of the business and affairs of the Company, unless unanimously admitted as a member with the new members rights of participation in said management being under such terms, conditions and limitations and as per unanimous decision of the members.

#### **ARTICLE XI INDEMNIFICATION**

11.1 The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any 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, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's 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 interest of the company.

11.2 The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.

11.3 Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

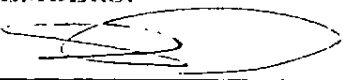
## ARTICLE XII

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The address of the initial registered office of the limited liability company is 4302 Alton Road, Suite 900, Miami Beach, Florida 33140, and the name of the company's initial registered agent at that address is: Ana M. Ortiz.

*THE UNDERSIGNED*, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of Five Star Medical Center, LLC, executed by the undersigned at Miami, Miami-Dade County, Florida, on this 20<sup>th</sup> day of December 2017 and acknowledged them to be our act.

#### MEMBERS:

  
\_\_\_\_\_  
Isidro Pujol, M.D.

  
\_\_\_\_\_  
Ana M. Ortiz

  
\_\_\_\_\_  
Joanna Gonzalez

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

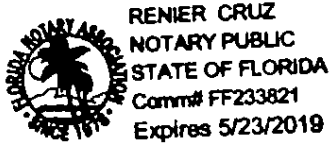
The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.

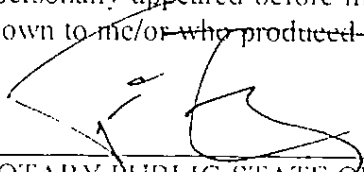
  
\_\_\_\_\_  
Ana M. Ortiz

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

On this 20<sup>th</sup> day of December 2017, personally appeared before me, Ana M. Ortiz, who executed the Acceptance and is personally known to me/~~or who produced a~~ \_\_\_\_\_ as identification.

MY COMMISSION EXPIRES:



  
\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA  
AT LARGE

FILED  
18 JAN 24 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FL