

21800240617

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(Business Entity Name)

(Document Number)

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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 10/18/18

NAME: BMR ANESTHESIA, INC

TYPE OF FILING: CONVERSION

COST: 150.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: BMR Anesthesia, Inc.

(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:

Kerry Anne Schultz

(Contact Person)

Fountain, Schultz & Associates, PL

(Firm/Company)

2045 Fountain Professional Court, Suite A

(Address)

Navarre, FL 32566

(City, State and Zip Code)

kaschultz@fountainlaw.com

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

For further information concerning this matter, please call:

Kerry Anne Schultz at (850) 939-3535

(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

P18-78322

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:
BMR Anesthesia, Inc.

(Enter Name of Other Business Entity)

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 9/13/2018
(date of organization, formation or incorporation)

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

BMR Anesthesia, P.L.L.C.

(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.

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Signed this 18th day of October 2018.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: B3 CRNA
Printed Name: Bobby Beal, CRNA Title: CEO

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

Signature: B3 CRNA
Printed Name: Bobby Beal Title: CEO

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)

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ARTICLES OF ORGANIZATION

OF

BMR ANESTHESIA, P.L.L.C.

The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a professional limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 605, does hereby certify and adopt these Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be "BMR ANESTHESIA, P.L.L.C." ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be 4133 Castle Gate Drive, Pace, Florida 32571, and the street address of the principal office of the Company shall be 4133 Castle Gate Drive, Pace, Florida 32571.

ARTICLE III – DURATION and PURPOSE

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual. The primary purposes of the Company shall be providing anesthesia services to medical facilities and related services.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Kerry Anne Schultz, Esquire, 2045 Fountain Professional Ct., Suite A, Navarre, Florida 32566.

ARTICLE V - CAPITAL CONTRIBUTIONS

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

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FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE VI - MANAGER OR MEMBER

The name and address of each Manager or Member is as follows:

<u>Name and Address:</u>	<u>Title:</u>
Bobby R. Beal, II 4133 Castle Gate Drive Pace, Florida 32571	Member
Gregory Miller 415 Romana Street, Unit 102 Pensacola, Florida 32502	Member
Sean P. Russell 1623 Woodlawn Way Gulf Breeze, Florida 32563	Member

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VIII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE IX - MANAGEMENT

The Company shall be member-managed in accordance with the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE X - AMENDMENT

These Articles of Organization and the Operating Agreement of the Company may be amended from time to time as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.


KERRY ANNE SCHULTZ, Organizer

STATE OF FLORIDA
COUNTY OF SANTA ROSA

Sworn to and subscribed before me this 18 day of October, 2018, by Kerry Anne Schultz, who (☒) is personally known to me or who () has produced _____, as identification and who did not take an oath.



ANGELA FAULKNER
MY COMMISSION # FF 931941
EXPIRES: November 7, 2019
Bonded Third Budget Notary Services


NOTARY PUBLIC

Commission No.: _____

My Commission Expires: _____

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**ACCEPTANCE OF DESIGNATION AS
RESIDENT AGENT**

KERRY ANNE SCHULTZ, the designated resident agent of **BMR ANESTHESIA, P.L.L.C** does hereby certify that her business address is 2045 Fountain Professional Court, Suite A, Navarre, Florida 32566, do hereby accept the designation and appointment as resident agent of **BMR ANESTHESIA, P.L.L.C** a Florida Professional Limited Liability Company, and am familiar with and accept the duties and obligations of registered agent.

DATED this 18th day of October, 2018.

Kerry Anne Schultz

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 18th day of October, 2018, by KERRY ANNE SCHULTZ who (☒) is personally known to me or who (☐) has produced a driver's license as identification and has taken an oath.



ANGELA FAULKNER
MY COMMISSION # FF 931941
EXPIRES: November 7, 2019
Bonded Third Budget Notary Services

NOTARY PUBLIC
Commission No.: _____
Commission Expires: _____

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