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(Requestor's Name)

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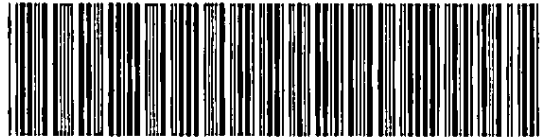
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N CULLIGAN

FEB -4 2019

COVER LETTER

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

SUBJECT: RICHARD KRUBEL, PLLC

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert a "Florida Profit Corporation" into a "Florida Professional Limited Liability Company" in accordance with §605.1045 and §621.051, F.S.

Please return all correspondence concerning this matter to:

DAVID GUNTER
LAW OFFICE OF DAVID A. GUNTER, P.A.
7351 OFFICE PARK PLACE, STE 153
MELBOURNE, FL 32940-8229

E-mail Address to be used for annual report notifications:
DAVID@GUNTERLAWOFFICE.COM

For further information concerning this matter, please call:
David Gunter at (321) 428-4224.

Enclosed is a check for the following amount: \$150.00 Filing Fees (\$25.00 for Conversion & \$125.00 for Articles of Organization).



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 29, 2019

LAW OFFICE OF DAVID A. GUNTER, P.A.
7351 OFFICE PARK PLAZA, STE 153
MELBOURNE, FL 32940-8229

SUBJECT: RICHARD KRUBEL, PLLC
Ref. Number: W19000009113

We have received your document for RICHARD KRUBEL, PLLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include the purpose(s) for which the corporation is authorized in the home state or country to be carried out in the state of Florida. Please make such correction to number 8 of the application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist II

Letter Number: 119A00002055

Articles of Conversion

For

Florida Profit Corporation

Into

Florida Professional Limited Liability Company

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19 FEB -1 AM 9:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Conversion and attached Articles of Organization are submitted to convert the following **Florida Profit Corporation** into a **Florida Professional Limited Liability Company** in accordance with §605.1045 and §621.051, Florida Statutes.

1. The name of the Florida Profit Corporation immediately prior to the filing of the Articles of Conversion is: RICHARD KRUBEL, INC.
2. The "Other Business Entity" is a CORPORATION first organized, formed, or incorporated under the laws of the State of Florida on 10/25/2013.
3. The name of the Florida Professional Limited Liability Company as set forth in the attached Articles of Organization: RICHARD KRUBEL, PLLC
4. If effective on the date of filing, enter the effective date: _____
5. The plan of conversion has been approved by the Shareholder of Richard Krubel, Inc. 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 §605.1006 and §605.1061 - §605.1072, F.S.

Signed this 17 day of JANUARY, 2019

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Richard Krubel M.D.

Printed Name: RICHARD KRUBEL

Title: MANAGER

Signature(s) on behalf of Other Business Entity:

Signature: Richard Krubel M.D.

Printed Name: RICHARD KRUBEL

Title: PRESIDENT

**ARTICLES OF ORGANIZATION FOR
FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is: RICHARD KRUBEL, P.L.L.C.

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

3032 Jacobaeus Ln
Indialantic, FL 32903

Mailing Address:

3032 Jacobaeus Ln
Indialantic, FL 32903

ARTICLE III - REGISTERED AGENT:

The name and the Florida street address of the registered agent are:

Law Office of David A. Gunter, P.A.
7351 Office Park Place, Ste. 153
Melbourne, FL 32940-8229

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, F.S..



Registered Agent's Signature

ARTICLE IV- MANAGEMENT

This will be a member-managed company. The name and address of each person authorized to manage and control the Professional Limited Liability Company is:

Richard Krubel, M.D.
3032 Jacobaeus Ln
Indialantic, FL 32903

ARTICLE V: PURPOSE

This professional limited liability corporation is organized for the purpose of engaging in any lawful activity for which a medial professional limited liability company may be organized in this state.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI: TRANSFERABILITY OF MEMBERSHIP INTEREST.

No member shall have the right to assign their membership interests in the Company unless the assignment is approved by all members. In compliance wwith Florida Statutes §621 and §605, the assignee must be a licensed medical professional, eligible to practice in the State of Florida. If the assignee is not approved by all membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

REQUIRED SIGNATURE:

Richard Krubel M.D.
Richard Krubel, M.D.

Signature of a member or an authorized representative of a member

This document is executed in accordance with §605.0203(1)(b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, F.S.

SHAREHOLDER RESOLUTION OF RICHARD KRUBEL, INC
ADOPTED ON JANUARY 17, 2018


The undersigned, being all the members of Richard Krubel, Inc., hereby sign the following amended resolutions:

RESOLVED THAT:

1. The members of Richard Krubel, Inc. have discussed and voted to approve the conversion of the corporation into a Florida Professional Limited Liability Company (PLLC).
2. As sole shareholder of Richard Krubel, Inc., Richard Krubel, M.D. will become the sole member and hold 100% interest in the PLLC.
3. Members of this PLLC shall remain bound by the Health Care Clinic Act (FL Statute §400) and FL Statutes §808 and §821 governing PLLC's.
4. Following execution of the conversion all necessary business documents shall be caused to be executed, including but not limited to operating agreements, and employment agreements if necessary.
5. Concurrent with the execution of the Certificate of Conversion, the Articles of Organization shall be amended and refiled for the new year.
6. Once all necessary documents have been executed, the new ownership structure for Richard Krubel, PLLC. shall be as follows:

I. RICHARD KRUBEL, M.D. 100%

Adopted and approved by the shareholders on the above-referenced date.



RICHARD KRUBEL, M.D.

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CLERK OF STATE
TALLAHASSEE, FLORIDA