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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GULFCOAST PULMONARY ASSOCIATES, PLLC
(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:

JOSEPH RUGG

(Contact Person)

JOHNSON POPE BOKOR RUPPEL & BURNS LLP

(Firm/Company)

401 EAST JACKSON STREET, SUITE 3100

(Address)

TAMPA, FLORIDA 33602

(City, State and Zip Code)

JOER@JPFIRM.COM

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

For further information concerning this matter, please call:

JOSEPH RUGG

(Name of Contact Person)

at (813) 501-3574

(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
GULFCOAST PULMONARY ASSOCIATES, P.A.
(Other Business Entity)
into
GULFCOAST PULMONARY ASSOCIATES, PLLC
(Florida Limited Liability Company)

097-60404

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 Florida Statutes section 605.1045.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is: **GULFCOAST PULMONARY ASSOCIATES, P.A.**
2. The "Other Business Entity" is a professional service profit corporation first incorporated under the laws of the State of Florida on July 10, 1997, whose Document Number is P97000060404.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization, which shall constitute the public organic record: **GULFCOAST PULMONARY ASSOCIATES, PLLC.**
4. The effective date for these Articles of Conversion and the Articles of Organization will be February 1, 2019.
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 Florida Statutes Sections 605.1006 and 605.1061-605.1072.

Signed this 31st day of January, 2019.

Signature of Authorized Representative
of Limited Liability Company:

**GULFCOAST PULMONARY
ASSOCIATES, PLLC**

By: Z. Akram
ZAHID M. AKRAM, M.D., Manager
Authorized Representative

Signature on behalf of
Other Business Entity:

**GULFCOAST PULMONARY
ASSOCIATES P.A.**

By: Z. Akram
ZAHID M. AKRAM, M.D., President

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JACKSONVILLE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GULF COAST PULMONARY ASSOCIATES, PLLC**

**ARTICLE I
NAME**

The name of the Company shall be: **GULF COAST PULMONARY ASSOCIATES, PLLC**

**ARTICLE II
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the Company's principal office is 4746 ROWAN ROAD, NEW PORT RICHEY, FLORIDA 34653.

**ARTICLE III
PERIOD OF DURATION**

The effective for the filing of these Articles of Organization shall be February 1, 2019, and thereafter the Company shall have perpetual duration.

**ARTICLE IV
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and, to the extent not inconsistent with Chapter 621, Florida Statutes, any and all activities and actions authorized under Florida Revised Limited Liability Company Act, Chapter 605.

**ARTICLE V
RENDITION OF PROFESSIONAL SERVICES**

The company shall render the professional services only through its agents, officers, directors, employees and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or to provide medical and healthcare services. The term "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, office managers, or others who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public in a manner for which a license or other legal authorization is required.

**ARTICLE VI
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the company ("Operating Agreement"), the business

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JANUARY 17 2019

and affairs of the Company shall be managed by or under the direction of one or more Managers (or Authorized Members). The initial Manager (or Authorized Member) of the Company shall be ZAHID M. AKRAM, M.D.

ARTICLE VII RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of member in the Company, the business of the Company shall not cease and the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

ARTICLE VIII RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. No person or entity shall be admitted as a member unless such person or all owners of such entity are licensed to practice medicine in the State of Florida. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred unless provided for in the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Company's Operating Agreement or other agreements adopted by the members.

ARTICLE IX OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 4746 ROWAN ROAD, NEW PORT RICHEY, FLORIDA 34653, and the name of its initial registered agent is ZAHID M. AKRAM, M.D. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0113, Florida Statutes.

ARTICLE XI ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Gulfcoast Pulmonary Associates, PLLC. These Articles of

Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 31st day of January, 2019 to be effective for all purposes as of **February 1, 2019**.



ZAHID M. AKRAM, M.D., Manager

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **GULFCOAST PULMONARY ASSOCIATES, PLLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 605.0113, Florida Statutes.

EXECUTED this 31st day of January, 2019.



ZAHID M. AKRAM, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA