

L19000151383

(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

JUN 18 2019

T. SCOTT



800329832668

06/03/19--01030--034 \*\*185.00

2019 JUN -6 AM 9:38  
T. SCOTT



**FLORIDA HEALTHCARE  
LAW FIRM**  
The Law Offices of Jeff Cohen, P.A.

CenterState Bank Building  
909 S.E. 5th Avenue, Suite 200  
Delray Beach, FL 33483  
888 455-7702 (Toll Free)  
561 455-7700 (Office)  
www.FloridaHealthcareLawFirm.com

May 31, 2019

Via Federal Express

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

Re: All Professional Home Care, LLC

To Whom it May Concern:

Enclosed herewith are the following documents to effectuate the conversion of All Professional Home Care, Inc., to All Professional Home Care, LLC:

1. Written Consent of Sole Shareholder in Lieu of Meeting with attached plan of conversion;
2. Plan of Conversion of All Professional Home Care, Inc., into All Professional Home Care, LLC;
3. Articles of Conversion of "Other Business Entity" into Florida Limited Liability Company;
4. Articles of Organization for Florida Limited Liability Company; and
5. Sole Shareholder's letter abandoning name "All Professional Home Care, Inc."

Also enclosed is our check in the amount of \$185.00 for filing fees, certified copy and certificate of status. An additional copy of the Articles of Conversion and Article of Organization have been enclosed for certifying.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Susan L. St. John

cc: Steven H. Landers, President & CEO  
Cleveland Clinic Visiting Nurses, LLC

**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:  
All Professional Home Care, Inc. -1994000017701

(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 March 2, 1994  
(date of organization, formation or incorporation)

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

All Professional Home Care, 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.

2019 JUL -6 AM 9:33  
FILED

Signed this 28th day of May 2019.

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

→ Signature of Authorized Representative: \_\_\_\_\_  
Printed Name: Steven Landers Title: Authorized Representative

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

Signature: [Signature]  
Printed Name: Steven Landers Title: Director

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)

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

All Professional Home Care, LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

### ARTICLE II - Address:

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

#### Principal Office Address:

8890 West Oakland Park Blvd.

Suite 200

Sunrise, FL 33351

#### Mailing Address:

Cleveland Clinic Visiting Nurses, LLC

23 Main Street, Suite D-1

Homdel, NJ 07733

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Susan L. St. John

Name

909 SE 5th Ave., Suite 200

Florida street address (P.O. Box **NOT** acceptable)

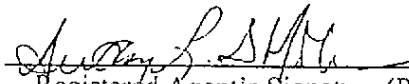
Delray Beach

FL 33483

City

Zip

*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 (REQUIRED)

(CONTINUED)

2019 JUN -6 AM 9:38  
FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

**ARTICLE IV-**

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

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGR

**Name and Address:**

Cleveland Clinic Visiting Nurses, LLC

23 Main Street, Suite D-1

Homdel, NJ 07733

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Other provisions, if any.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**REQUIRED SIGNATURE:**



**Signature of a member or an authorized representative of a member**

This document is executed in accordance with section 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 s.817.155, F.S.

Steven Landers, Authorized Representative (Pres./CEO of Cleveland Clinic Visiting Nurses, LLC)

Typed or printed name of signee

**Filing Fees**

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

**ALL PROFESSIONAL HOME CARE, INC.**

**WRITTEN CONSENT OF SOLE SHAREHOLDER  
IN LIEU OF MEETING**

Pursuant to the authority of Sections 607.1112, Florida Statutes and the Florida Business Corporation Act, the undersigned being the sole Shareholder of All Professional Home Care, Inc., a Florida corporation (the "Corporation"), hereby affirmatively votes for, consents to, adopts, and approves the following actions to be taken by the Corporation:

RESOLVED, that the sole Shareholder of the Corporation hereby approves, consents to and ratifies, pursuant to the attached plan of conversion, the conversion of the Corporation from a Florida corporation to a Florida limited liability company effective upon the earlier of the date of this resolution or the filing of the appropriate documents with the Florida Secretary of State; and

RESOLVED, that the sole Shareholder of the Corporation hereby approves, consents to and ratifies the attached Certificate of Conversion and Articles of Organization; and

RESOLVED, the sole Shareholder of the Corporation hereby approves, consents to and ratifies the transfer of all of the stock in the Corporation by and from All Professional Home Care, Inc., to All Professional Home Care, LLC; with such stock being converted into membership interest in All Professional Home Care, LLC, and

RESOLVED, the sole Shareholder of the Corporation hereby approves, consents to and ratifies the terms and form of those certain Stock Power and Certificate evidencing the stock being transferred to All Professional Home Care, LLC dated 5/28, 2019 and agrees to be bound by it.

BE IT FURTHER RESOLVED, Steven H. Landers, President and CEO of the sole Shareholder of the Corporation is hereby empowered to take all actions necessary and appropriate to effect the conversion in a manner which is in the best interests of the Corporation.

The action contained herein shall be effective as of the 28th day of May, 2019.

**CLEVELAND CLINIC VISITING NURSES, LLC**  
as Sole Shareholder of All Professional Home Care, Inc.



**Steven H. Landers, President & CEO**  
**Cleveland Clinic Visiting Nurses, LLC**

**PLAN OF CONVERSION OF**  
**ALL PROFESSIONAL HOME CARE, INC.**  
**INTO**  
**ALL PROFESSIONAL HOME CARE, LLC.**

This **PLAN OF CONVERSION** (the "Plan") has been adopted and approved by the Sole Shareholder of All Professional, Inc. (the "Corporation") as provided in that certain Written Consent of the Sole Shareholder and the Director in Lieu of Meeting thereof dated May \_\_, 2019, to which a specimen copy of this Plan was attached, and is for the purpose of effecting a conversion of the Corporation into a Florida limited liability company in accordance with Sections 607.1112 and 605.1041, Florida Statutes (the "Applicable Laws").

A. The name of the converting entity is All Professional Home Care, Inc., a Florida corporation, which was organized under Florida law on March 2, 1994.

B. The conversion of the Corporation into a Florida limited liability company has been duly approved and authorized by its Sole Shareholder and Director in accordance with the Applicable Laws.

C. The Corporation desires to be converted into a Florida limited liability company pursuant to this Plan and the Applicable Laws.

NOW THEREFORE, intending to comply with the Applicable Laws, the Corporation hereby adopts the following the Plan:

I. **Conversion**

1.1. Conversion and Effective Time. The Corporation shall be converted into a limited liability company in accordance with the Applicable Laws (the "Conversion"), effective on the latter as of date upon which the Certificate of Conversion is filed with the Florida Secretary of State ("Effective Time").

1.2. Name and Jurisdiction of Converting and Resulting Entities. The Corporation is the converting entity. The resulting entity is "All Professional Home Care, LLC" (the "Company") and its jurisdiction of organization shall be the State of Florida.

1.3. Terms and Conditions of Conversion. All of the shares in the Corporation, as they exist as of the Effective Time, shall be converted into Membership Interests in the Company (the "Interests") with each share representing 1 percent of the Interests following the Conversion. For purposes of the Florida Revised Limited Liability Company Act (the "Act"), the Company's members' rights to distributions, profits and losses, voting and approval rights, and any other rights of participation or interests in the Company, shall be allocated among them in proportion to the Interests held by them.



1.4. Filing of Certificate of Conversion and Articles. The form of Certificate of Conversion attached hereto as Exhibit A, and the form of Articles of Organization for the Company, attached hereto as Exhibit B, shall be completed, executed and filed with the Florida Department of State in the manner required by the Applicable Laws. The Certificate of Conversion and Articles of Organization shall be filed such that the Effective Time recited above shall apply to the Conversion. The form of the Articles of Amendment attached hereto as Exhibit C, shall be completed, executed and filed with the Florida Department of State in the manner required by the Applicable Laws.

1.5. Effect of Conversion. Without limiting the Applicable Laws, the Company shall be the sole continuing entity and shall be governed by the Act and any other applicable laws of the State of Florida, and (i) all real property and other assets, rights, privileges, claims, immunities and franchises of the Corporation shall be deemed vested in the Company, without reversion or impairment, and (ii) all debts, liabilities and other obligations of the Corporation shall be deemed obligations of the Company. For the avoidance of doubt, any actions or proceedings pending by or against the Corporation may be continued against the Company as if the Conversion had not occurred.

2. Operating Agreement of the Company. If, as of the Effective Time, there is not an operating agreement adopted for the Company, the Company shall be governed by the provisions of the Act ("default provisions") to the extent such provisions are not inconsistent with this Plan, together with any other agreements which the Company's members may reach in the meantime with respect to the business, operations and affairs of the Company which may vary from the default provisions of the Act.

3. Miscellaneous.

3.1. Further Assurances and Titling of Assets: Same Entity. On and after the Effective Time, the Corporation, and the Company and each of their respective officers shall take all such further actions and execute, acknowledge and deliver all such further instruments and documents as may be necessary or desirable to convey and transfer to, and vest in, the Company, and to protect the Company's right, title and interest in and to, and enjoyment of, the assets, properties and business of the Corporation and as may otherwise be appropriate to carry out the transactions provided for in this Plan. Without limiting the foregoing, if at any time after the Effective Time, the Company shall determine that it is advisable to perfect, confirm, evidence or otherwise formalize, including by public filings (including real estate title recordation offices), bills of sale, assignments or other actions or instruments, the continued vesting in the Company of the Corporation's right, title or interest to any of its real estate and other assets, claims or rights as a result of the Conversion, or to otherwise carry out the Conversion, then an officer of the Company shall execute and deliver in the name and on behalf of Corporation all such documents and instruments, and to take all such other actions, as may be necessary to so formalize such transfers. The act of executing and delivering any such instrument shall not be construed for any purpose as treating the Company as an entity that is separate and distinct from the Corporation, it being the intent that Applicable Laws shall control the determination that the Company is for all purposes the same entity that existed before the Conversion.

3.2. Modification, Termination or Waiver. This Plan may be amended, modified, abandoned, superseded or terminated in a writing signed by a majority in interest of the directors and/or shareholders of the Corporation after the Effective Time.

3.3. Notices. Any notice or other communication required or which may be given hereunder shall be in writing and either be delivered personally to the addressee or mailed, by express, certified or registered mail, postage prepaid, and shall be deemed given when so delivered personally, or if mailed, three days after the date of mailing.

3.4. Binding Effect and Assignment. This Plan shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

3.5. Entire Plan. This Plan contains all of the provisions for a plan of conversion under the Applicable Laws, and there are no other conditions, terms, understandings or agreements concerning the Conversion other than those set forth herein.

3.6. Governing Law. This Plan shall be governed by, and construed in accordance with, the Applicable Laws.

3.7. Counterparts. This Plan may be executed in several counterparts, each of which shall be deemed to be an original, but which together shall constitute one and the same instrument.

3.8. Section Headings. The section headings contained in this Plan are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Plan.

The undersigned has caused this Plan to be executed as of the day and year first above written.

**THE CORPORATION:**

**All Professional Home Care, Inc.**

By: \_\_\_\_\_  
Steven H. Landers, as President & CEO  
Of Cleveland Clinic Visiting Nurses, LLC

**SOLE SHAREHOLDER:**

**Cleveland Clinic Visiting Nurses, LLC.**

By: \_\_\_\_\_  
Steven H. Landers, President & CEO