

L19000151566

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

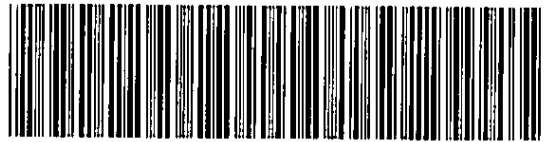
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700330355397

06/06/19--01009--026 **180.00

N. SAMS

JUN 18 2019

N. SAMS

JUN 17 2019

19 JUN -6 AM 9:42

3-11640-5000
JUN 17 2019

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Plasma Med Research, 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:

Richard P. Corey, Esq.

(Contact Person)

Richard Corey Enterprise Law

(Firm/Company)

888 S. Andrews Avenue, Suite 201

(Address)

Fort Lauderdale, FL 33316

(City, State and Zip Code)

richard@rcenterpriselaw.com

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

For further information concerning this matter, please call:

Richard Corey at (954) 789-0461

(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

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

19 JUN - 6 AM 9:42
OFFICE OF THE
CLERK OF THE
SUPREME COURT
OF THE STATE OF
FLORIDA

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:
Plasma Med Research, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Florida Profit 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 May 13, 2019
(date of organization, formation or incorporation)

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

Plasma Med Research, 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.)

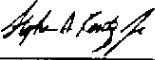
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.

Signed this 24th day of May 2019.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Stephen A. Rentz, Jr. Title: President

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

Signature: 
Printed Name: Stephen A. Rentz, Jr. Title: President

Signature: 
Printed Name: Emily M. Rentz Title: Vice President

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:

Plasma Med Research, 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:

851 Broken Sound Parkway NW, Suite 125
Boca Raton, FL 33487-3638

Mailing Address:

851 Broken Sound Parkway NW, Suite 125
Boca Raton, FL 33487-3638

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:

Emily M. Rentz

Name

851 Broken Sound Parkway NW, Suite 125

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

Boca Raton

FL 33487-3638

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)

19 JUN - 6 AM 9:42

FILED
OFFICE OF THE CLERK
STATE OF FLORIDA
TALLAHASSEE

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

Manager

Name and Address:

Stephen A. Rentz, Jr.

851 Broken Sound Parkway NW, Suite 125

Boca Raton, FL 33487-3638

Manager

Emily M. Rentz

851 Broken Sound Parkway NW, Suite 125

Boca Raton, FL 33487-3638

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

Emily M. Rentz

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.

Stephen A. Rentz, Jr.

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)

19 JUN -6 AM 9:42

SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

PLAN OF CONVERSION 19 JUN -6 AM 9:42

OF

PLASMA MED RESEARCH, INC.

This Plan of Conversion (the "Plan") of Plasma Med Research, Inc., a Florida Profit Corporation (the "Corporation"), is approved as of the ____ day of May, 2019.

WHEREAS, the Corporation is organized under the laws of the State of Florida;

WHEREAS, the Company desired to convert into and to hereafter become and continue to exist as a Florida limited liability company pursuant to Section 605.1042 *et seq.* of the Florida Revised Limited Liability Company Act (the "LLC Act") and Section 607.1112 *et seq.* of the Florida Business Corporation Act (the "Business Corporation Act"). Capitalized terms are defined as stated herein or if not otherwise defined in this Plan of Conversion have the meanings ascribed to such terms in the LLC Agreement or in the event there is no LLC Agreement, then as defined by the applicable statute.

WHEREAS, pursuant to Section 605.1042 *et seq.* of the LLC Act and Section 607.1112 *et seq.* of the Business Corporation Act, the Corporation has recommended the Plan to the shareholders of the Corporation (the "Shareholders") and the Board of Directors to effect the conversion of the Corporation to a Florida limited liability company (the "LLC") pursuant to Section 605.1042 *et seq.* of the LLC Act (the "Conversion"), upon the terms and subject to the conditions set forth in this Plan; and

WHEREAS, this Plan has been approved and adopted by the Shareholders;

NOW, THEREFORE, this Plan is hereby approved to convert the Corporation into a Florida limited liability company:

RECITALS

A. The Corporation was formed under the name Plasma Med Research, Inc., on May 13, 2019, by the filing of conversion from an LLC to the Corporation with the Secretary of State of the State of Florida.

B. A conversion of a Florida profit corporation into a Florida limited liability company may be made under Title XXXVI, Section 607.1112 of the Florida Business Corporation Act.

C. The Board of Directors has unanimously approved the conversion of the Corporation into a Florida limited liability company (the "Conversion"), and the terms of the Plan of Conversion.

NOW, THEREFORE, the Corporation does hereby adopt this Plan of Conversion to effectuate the Conversion as follows:

1. Terms and Conditions of Conversion.

(a) The name of the converting entity is Plasma Med Research, Inc., and the name of the converted entity is Plasma Med Research, LLC (the "LLC").

(b) Conversion. Upon the terms and subject to the conditions set forth in this Plan, and pursuant to Section 605.1042 *et seq.* of the LLC Act and Section 607.1112 *et seq.* of the Business Corporation Act, at the Effective Time (as hereinafter defined), the Corporation shall be converted into and shall hereafter become and continue to exist as a Florida limited liability company under the name "Plasma Med Research, LLC" (the "LLC"). The Company shall continue its existence in the organizational form of a Florida limited liability company.

(c) Effective Date. The Conversion shall become effective at the time of filing of the Articles of Conversion (the "Effective Time") with the Secretary of State of the State of Florida, in substantially the form attached hereto as Exhibit A.

(d) Effects of the Conversion. The consummation of the Conversion shall have all of the effects set forth in Section 605.1046 of the LLC Act and Section 607.1114 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, at the Effective Time, all of the obligations of the Corporation as well as all of the rights, privileges and powers of the Corporation, and all property, real, personal and mixed, and all debts due to the Corporation or owed by the Corporation, and all franchises, licenses and permits held by the Corporation, as well as all other things and causes of action belonging to the Corporation, shall remain vested in the LLC and shall be the property of the LLC, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of Section 605.1046 of the LLC Act and Section 607.1114 of the Business Corporation Act.

(e) Directors and Officers. The directors and officers of the Corporation immediately prior to the Effective Time shall be the directors and officers of the LLC from and after the Effective Time until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of any applicable Company Bylaws, Company Shareholder Agreement, as well as the applicable provisions of the LLC Act. The directors and officers of the Corporation immediately prior to the Effective Time shall be deemed managers of the Corporation for the purposes of the LLC Act.

(f) Conversion of Shares. At the Effective Time, by virtue of the Conversion and without any action on the part of the Corporation, the LLC or any holder thereof, the shares of common stock, no par value, of the Corporation, issued and outstanding immediately prior to the Effective time, all of which are held by the Shareholder, shall be automatically converted into one hundred percent (100%) of the limited liability company interests of the LLC. Immediately prior to the Effective Time, there shall be no outstanding class or series of capital stock of the Corporation other than its common stock, no par value.

(g) Termination. This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

(h) Effect of Termination. If this Plan is terminated pursuant to Section (g) hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

(i) Amendment. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

(j) Governing Law. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

IN WITNESS WHEREOF, the undersigned, having received the required approval from the Board of Directors, hereby approves this Plan of Conversion as of this _____ day of May, 2019.

PLASMA MED RESEACH, INC.

By: Emily M. Rentz
Name: Emily M. Rentz
Title: Vice President

By: Stephen A. Rentz Jr.
Name: Stephen A. Rentz. Jr.
Title: President