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(Requestor's Name)

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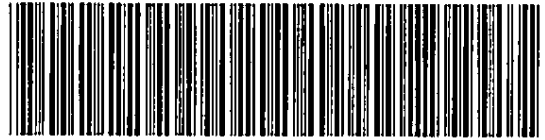
(Business Entity Name)

(Document Number)

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20 FEB 13 AM 9:23
FALL RIVER, MA
FALL RIVER, MA

W20-9643



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2020

ROBERT RAPPEL, D.O, J.D.
RAPPEL HEALTH LAW GROUP, PL
601 21ST STREET, STE. 300
VERO BEACH, FL 32960

SUBJECT: VALANT MEDICAL, P.L.L.C.
Ref. Number: W20000009643

We have received your document for VALANT MEDICAL, P.L.L.C. and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

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.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 720A00002252

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20 FEB 13 AM 9:23
DIVISION OF STATE
TALLAHASSEE, FLORIDA

RHG RAPPEL
HEALTH LAW GROUP P.L.

601 21ST STREET – SUITE 300 – VERO BEACH, FLORIDA – 32960
TELEPHONE: 772.778.8885 – E-MAIL: postmaster@rappelhealthlaw.com

12 February 2020

Daniel L. O'Keefe
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Valant Medical, P.L.L.C.
Ref. Number: W20000009643

LETTER NO. 720A00002252

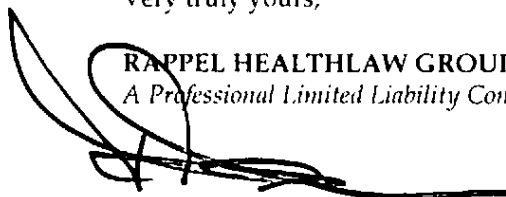
Dear Mr. O'Keefe:

Thank you for your January 30, 2020 correspondence regarding the conversion of Valant Medical, P.A. ("Valant, PA") to Valant Medical, P.L.L.C. ("Valant, P.L.L.C.") and the entity undergoing conversion to be active and current in filing of its annual report.

Please find attached the document along with confirmation that the Annual Report for Valant, P.A. has been successfully filed for 2020 on February 12, 2020. Please forward documentation as requested that the conversion from Valant, P.A. to Valant, P.L.L.C. has been successfully completed in care of Robert Rappel, D.O., J.D., Rappel Health Law Group, P.L., 601 21st Street, Ste. 300, Vero Beach, FL 32960.

Again, thank you for resolving the filing.

Very truly yours,


RAPPEL HEALTHLAW GROUP
A Professional Limited Liability Company

ROBERT RAPPEL, DO, JD
For the Firm

DRR/

cc: Monica Poto, CEO, Valant Associates, LLC (w/o attachments)

ROBERT RAPPEL, D.O., J.D. *† | CRAIG M. RAPPEL, ESQ. *§º

| *MEMBER FLORIDA AND DC BAR | † BOARD CERTIFIED HEALTH LAW ATTORNEY |

| § MEMBER OF LAW SOCIETY OF ENGLAND & WALES, SRA NO. 492691 |

| ¤ MEMBER OF LAW SOCIETY OF ONTARIO | § MEMBER OF STATE BAR OF MICHIGAN |



601 21ST STREET— SUITE 300 — VERO BEACH, FLORIDA — 32960
TELEPHONE: 772.778.8885 – E-MAIL: dr@rappelhealthlaw.com

December 30, 2019

SENT VIA FEDERAL EXPRESS ARTICLE NO. 7773 6268 6700

New Filing Section
Florida Division of Corporations
The Centre of Tallahassee
2661 Executive Center Drive
Tallahassee, FL 32303

Re: Valant Medical, P.A.
Conversion Documents: Florida Professional Corporation to a Florida
Professional Limited Liability Company

Dear Sir/Madam:

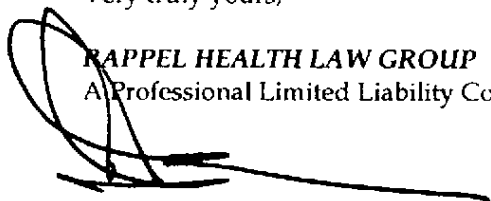
Please find enclosed, a Certificate of Conversion, Articles of Organization, and Rappel Health Law Group Firm check no. 3390 the amount of One Hundred Eighty and 00/100ths Dollars (\$180.00) for filing fees, and certified copy, which are being submitted to convert a domestic corporation into another business entity; Valant Medical, P.A., into Valant Medical, P.L.L.C., a "Florida Professional Limited Liability Company" in accordance with Section 605.1045, *Florida Statutes*.

Please return all correspondence concerning this matter to:

Robert Rappel, D.O., J.D.
Rappel Health Law Group, PL
601 21st Street, Ste. 300
Vero Beach, FL 32960
Electronic Correspondence: dr@rappelhealthlaw.com

Should you have any questions regarding the above matter, please contact me at your earliest convenience.

Very truly yours,


RAPPEL HEALTH LAW GROUP
A Professional Limited Liability Company

ROBERT RAPPEL, D.O., J.D.
For the Firm

DRR/
Enclosures: As stated
cc: Monica Poto, CEO
Div of Corp Conversion Letter

ROBERT RAPPEL, D.O., J.D. *

CRAIG M. RAPPEL, ESQ. *§0*

**ARTICLES OF CONVERSION
FOR
VALANT MEDICAL, P.A.
INTO
VALANT MEDICAL, P.L.L.C.
A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

FILED
20 FEB 13 AM 9:23
TALLAHASSEE, FLORIDA

THE ARTICLES OF CONVERSION ("Certificate") and attached Articles of Organization are submitted to convert **VALANT MEDICAL, P.A.**, a Florida professional corporation into a Florida professional limited liability company in accordance with Sections 605.1041-1046, *Florida Statutes*, hereby states as follows:

1. The name of the "Other Business Entity" immediately prior to the filing of this Articles of Conversion is:

VALANT MEDICAL, P.A.

a professional corporation first organized and incorporated under the laws of the State of Florida on January 24, 2011.

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

VALANT MEDICAL, P.L.L.C.,

and shall be effective on the date of filing.

3. This conversion is permitted by Section 607.1112 of the Florida Business Corporation Act (as amended) and its applicable law(s) governing same, and the conversion complies with Sections 605.0201 and 605.0203 of the Florida Revised Limited Liability Act (as amended).
4. The Plan of Conversion has been approved in accordance with all applicable statutes.
5. **VALANT MEDICAL, P.A.** currently exists on the official records of the Division of Corporations, Secretary of State for the State of Florida and is current in its filing of the Annual Report.
6. **VALANT MEDICAL, P.L.L.C.** has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 605.1006 and

605.0161 - 605.1072, *Florida Statutes*.

The Member or authorized representative of a Member affirms that the facts stated in the Articles of Conversion are true and understands that any false information contained in this document constitutes a third-degree felony as provided for in Section 817.155, *Florida Statutes*. Further, in accordance with Section 605.0102(8), *Florida Statutes*, the Member or authorized representative has caused Articles of Conversion to be signed this 31st day of December 2018.

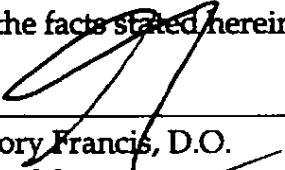
VALANT MEDICAL, P.L.L.C.

By: 

Name: Antonio Poto, D.O.

Title: Member Manager

Authorized Representative or Member in accordance with Section 605.0102(8), *Florida Statutes*, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

By: 

Name: Gregory Francis, D.O.

Title: Member Manager

VALANT MEDICAL, P.A.

By: 

Name: Antonio Poto, D.O.

Its: President/Treasurer/Director/Shareholder

By: 

Name: Gregory Francis, D.O.

Its: Vice-President/Secretary/Director/Shareholder

AGREEING TO AND APPROVING OF THE ABOVE AS ALL OF ITS OFFICERS, DIRECTORS AND SHAREHOLDERS.

The individuals signing above for Valant Medical, P.A. affirm that the facts stated in this document are true and understand that any false information constitutes a third-degree felony as provided for in Section 817.155, *Florida Statutes*.

FILED
20 FEB 13 AM 9:24
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
VALANT MEDICAL, P.L.L.C.

FILED
20 FEB 13 AM 9:14
TALLAHASSEE, FL

The undersigned incorporator to these Articles of Organization desiring to form a Florida limited liability company pursuant to Chapter 605, *Florida Statutes*, hereby states as follows:

ARTICLE I - NAME

The name of the Limited Liability Company ("Company") is

VALANT MEDICAL, P.L.L.C.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Company is 266 NW Peacock Blvd, Ste 205, Port St. Lucie, Florida 34986, or such a place as may be designated by the Members.

ARTICLE III - REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent for service of process in the state for this Company is DEC Consultants, Inc., 601 21st Street, Suite 300, Vero Beach, Florida 32960.

ARTICLE IV - PURPOSE

The general nature, purpose and character of business to be transacted by the Company is :

A. To engage in every phase and aspect of the business of providing anesthesia and addictionology support services to entities who are surgery and other medical services as a limited liability company to the public that any physician duly licensed under Chapter, 458 and 459, *Florida Statutes*, and the laws of the State of Florida; provided, however, such professional services shall only be rendered through officers, employees, and agents who are duly licensed to perform those services under the laws of the State of Florida.

B. To invest the funds of the Company in real estate, mortgages, stocks, bonds or any other type of investment and town real and personal property necessary for the rendering of professional medical services.

C. To enter into, for the benefit of its employees, one or more of the following : (1) a pension /401K plan; (2) a profit-sharing plan; (3) a Unit bonus plan; (4) a thrift and savings plan; (5) a restricted unit option plan; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

D. At its option to purchase and acquire the units owned and held by any Member who dies in accordance with the Operating Agreement adopted by the Members of the Company setting forth the terms and conditions of such purchases; provided, however, that the capital of the Company is not impaired.

E. At its option, to enter into a partnership with other qualified professionals in the area of medicine duly licensed under Chapter 458 and 459, *Florida Statutes*, and the laws of the

State of Florida.

F. To acquire, invest in, own, maintain, repair, lease, sell and otherwise use all equipment and other personal property related or incidental thereto, and in connection with this purpose, and other activities related or incidental thereto, including without limitation, the borrowing of funds and the granting of security interests in its property and the purchase, lease license of clinic facilities. The Company shall have all powers to engage in any legal and lawful act or activity which may be granted to limited liability companies under Florida Law.

ARTICLE V - MEMBERSHIP UNITS

The maximum number of Units of Membership that this Company is authorized to have outstanding at any one time is ten thousand (10,000) Membership Units, having a nominal or par value of \$.001 per Unit. None of the Units of the Company may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida, nor may any Member sell or transfer his/her Units in this Company except to another individual who is duly licensed or otherwise legally authorized to practice medicine as aforesaid.

ARTICLE VI - DURATION

The Company shall exist upon the date of filing of these Articles of Organization with the Florida Secretary of State and shall continue perpetually or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Section 605.0707, *Florida Statutes*.

ARTICLE VII - MANAGEMENT

The Company shall be managed by its Managers as set forth in the Operating Agreement for the Company; provided, however, that the Members may, by regulation or operating agreement, provide for the management of the Company by a non-member manager.

ARTICLE VIII - ADDITIONAL MEMBERS

Additional Members may be admitted to the Company in the manner provided in this Operating Agreement.

ARTICLE IX - DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the Members may specify by regulation or this Operating Agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved within thirty (30) days after such event, unless the remaining Members agree in writing to continue the business of the Company.

ARTICLE X - INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member or Manager for any liability incurred in connection with any action, if such Member and/or Manager acted in good faith and in a manner, it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a

Member, Manager, Member Manager or employee of the Company, or is or was serving at the request of the Company as a manager, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

ARTICLE XI - LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

ARTICLE XII - TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written unanimous consent of all the Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

ARTICLE XIII - POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members.

ARTICLE XIV - LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the regulations incorporated in the Operating Agreement of the limited liability company shall be vested in the Members of the Company. Regulations adopted by the Members may be repealed or altered; the Members may adopt new regulations; and the Members may prescribe any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

IN WITNESS WHEREOF, the Member or authorized representative of a Member in accordance with Section 605.0102(8), *Florida Statutes*, has caused these Articles of Organization to be executed this 31st day of December 2018.

By: _____

Antonio Poto, D.O.

Authorized Representative or Member in accordance with Section 605.____, *Florida Statutes* the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the Provisions of Section 605.0102(8) or 605.0113, *Florida Statutes*, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is:

VALANT MEDICAL, P.L.L.C.

2. The name and address of the registered agent and office is:

DEC Consultants, Inc.
601 21st Street
Suite 300
Vero Beach, Florida 32960

ACKNOWLEDGMENT:

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.

DEC CONSULTANTS, INC.

By: 

ROBERT RAPPEL, President

Dated: January 30, 2019

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TALLAHASSEE, FLORIDA