

L20000140056

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

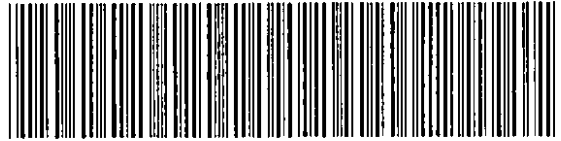
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W20-50395

Office Use Only



500345029355

FILED

2020 MAY 21 PM 12:00

SECRETARY OF STATE  
TALLAHASSEE, FL

RECEIVED

2020 MAY 21 PM 2:08

CLERK OF COURT  
TALLAHASSEE, FL

N CULLIGAN

JUN - 1 2020

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 299633 11208A

AUTHORIZATION :



COST LIMIT : \$ 155.00

-----  
ORDER DATE : May 20, 2020

ORDER TIME : 10:13 AM

ORDER NO. : 299633-005

CUSTOMER NO: 11208A  
-----

DOMESTIC AMENDMENT FILING

NAME: NATURAL WELLNESS CLINICS LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT# 62980

EXAMINER'S INITIALS: \_\_\_\_\_

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** NATURAL WELLNESS CLINICS, 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:

Michelove Jules

(Contact Person)

Marks Gray, P.A.

(Firm/Company)

1200 Riverplace Blvd, Suite 800

(Address)

Jacksonville, Florida 32207

(City, State and Zip Code)

mjules@marksgray.com

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

For further information concerning this matter, please call:

John R. Crawford

at (904)

807-2183

(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

**Mailing Address:**

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

**Street Address:**

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303



**RESUBMIT**  
Please give original  
submission date as file date

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 21, 2020

CSC

SUBJECT: NATURAL WELLNESS CLINICS LLC  
Ref. Number: W20000050395

We have received your document for NATURAL WELLNESS CLINICS LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must contain the name of the limited liability company as set forth in the attached articles of organization.

The name in section 3 of the certificate of conversion must match the name that is given in the articles of organization.,

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.

KYLE D BRUMBLEY  
Regulatory Specialist II

Letter Number: 720A00010309

RECEIVED

2020 MAY 29 PM 1:58

FILED

2020 MAY 21 PM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FL

**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:  
NATURAL WELLNESS CLINICS LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Indiana  
(Enter state, or if a non-U.S. entity, the name of the country)

on 08/07/2019  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
NATURAL WELLNESS CLINICS, 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 19 day of May 2020.

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

Signature of Authorized Representative: \_\_\_\_\_  
Printed Name: Tommie Douglas Benefield, Jr. Title: Member

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

Signature: Tommie Douglas Benefield, Jr.  
Printed Name: Tommie Douglas Benefield, Jr. Title: Member

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)

FILED

2021 MAY 21 PM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION**

of

**NATURAL WELLNESS CLINICS, LLC**

I, the undersigned, hereby execute these Articles of Organization for the purpose of organizing a limited liability company under the laws of the State of Florida.

**ARTICLE I**

The name of the limited liability company is NATURAL WELLNESS CLINICS, LLC.

**ARTICLE II**

The mailing address of the limited liability company shall be 1468 Plainfield Avenue, Orange Park, FL 32073, and its street address is the same.

**ARTICLE III**

The business purpose of the limited liability company is to engage in any lawful act or activity which may be carried on by limited liability companies in the State of Florida and, in connection therewith, the limited liability company shall have and may use, exercise and enjoy, all the powers of limited liability companies conferred by the limited liability company laws of the State of Florida.

**ARTICLE IV**

The address of the initial registered office of this limited liability company in Florida shall be 1200 Riverplace Blvd., Suite 800, Jacksonville, Florida 32207, and its initial registered agent at that address shall be Frederick H. Kent, III. The Board of Managers may,

from time to time, change the registered office and registered agent of the limited liability company upon notification to the proper authorities.

#### **ARTICLE V**

The limited liability company shall have perpetual existence.

#### **ARTICLE VI**

The limited liability company shall be managed by a Board of Managers, who shall be elected or designated by the members in accordance with the operating agreement governing the limited liability company. The number of the Managers of this limited liability company shall be not less than one (1) nor more than five (5), as fixed from time to time by the provisions of the operating agreement.

#### **ARTICLE VII**

The names and addresses of the members of the first Board of Managers, who, subject to the provisions of the operating agreement and these Articles of Organization, shall hold office until their successors are elected and have qualified pursuant to the operating agreement are as follows:

<u>Name</u>	<u>Street Address</u>
Tommie Douglas Benefield, Jr.	1468 Plainfield Ave Orange Park, FL 32073
Eugene Tivola Martin, III	8255 Camby Road, Suite 275 Camby, IN 46113



## ARTICLE VIII

The name and address of the sole subscriber to these Articles of Organization, who is both an authorized representative of the limited liability company and a member, is as follows:

<u>Name</u>	<u>Address</u>
Tommie Douglas Benefield, Jr.	1468 Plainfield Ave Orange Park, FL 32073

## ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the limited liability company:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the operating agreement, the Managers shall have the general management and control of the business and may exercise all of the powers of the limited liability company except such as may be by statute, or by the operating agreement as constituted from time to time, expressly conferred upon or reserved by the members.

(2) Subject always to such operating agreement as may be adopted from time to time by the members, the Board of Managers is expressly authorized to adopt, alter and amend the operating agreement of the limited liability company, but any provision thereof adopted, altered or amended by the Managers may be altered, amended or repealed by the members.

(3) The limited liability company shall have such officers as from time to time may be provided in the operating agreement and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be

prescribed by the operating agreement or as may be determined from time to time by the Board of Managers, subject to the operating agreement.

(4) No Manager or officer of this limited liability company shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this limited liability company either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this limited liability company be void or voidable or affected by reason of the fact that any such Manager or officer, or any firm of which any such Manager or officer is a member or employee, or any limited liability company or corporation of which any such Manager or officer is an officer, director, manager, member, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this limited liability company, even though the vote of the Manager(s) or officer(s) having such interest shall have been necessary to obligate this limited liability company upon such contract, transaction or act; and no Manager or officer having such interest shall be liable to this limited liability company or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Manager or officer be accountable for any gains or profits realized thereon.

#### ARTICLE X

This limited liability company reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing member and authorized representative of the limited liability company, have hereunto set my hand and seal for the purpose of organizing this limited liability company under the laws of the State of Florida, and I

hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true, all on this 19 day of May, 2020.

Tommie Douglas Benefield, Jr. (SEAL)  
Tommie Douglas Benefield, Jr.

STATE OF P.R.  
COUNTY OF P.R.

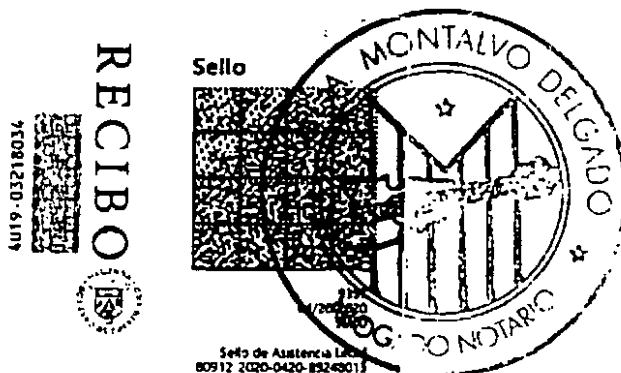
Before me personally appeared this day by means of ☐ physical presence or ☐ online notarization Tommie Douglas Benefield, Jr., who is ☐ personally known to me or who each produced ☒ Florida Driver's License or ☐ BB14-804-56-325-0 as identification, and who acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Organization as his voluntary act and deed as member and authorized representative of said limited liability company, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 19 day of May, 2020.

156#11069

[Signature]  
Signature of Notary Public  
Notary Public, State and County aforesaid  
My commission expires: For Life

(Notarial Seal)



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for NATURAL WELLNESS CLINICS, LLC, a Florida limited liability company, at the place designated in the Articles of Organization of said limited liability company, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents of limited liability companies.

Frederick H. Kent III

Frederick H. Kent, III, Registered Agent

FILED

2020 MAY 21 PM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FL