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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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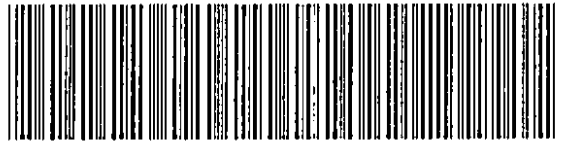
(Business Entity Name)

(Document Number)

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

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FILED  
2020 MAY 26 PM 3:38  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

2020

## COVER LETTER

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

**SUBJECT:** Veterinary Orthopedic Implants, 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:

Thomas O. Wells, Esq.

(Contact Person)

Wells & Wells, P.A.

(Firm/Company)

901 Ponce de Leon Blvd., Suite 200

(Address)

Coral Gables, FL 33134

(City, State and Zip Code)

Mechelle@twellsllaw.com

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

For further information concerning this matter, please call:

Thomas O. Wells, Esq.

at (305) 444-0016

(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:**

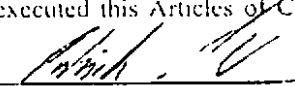
New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

ARTICLES AND CERTIFICATE OF CONVERSION  
OF VETERINARY ORTHOPEDIC IMPLANTS, INC. WITH AND INTO  
VETERINARY ORTHOPEDIC IMPLANTS, LLC

This Articles and Certificate of Conversion (the "Articles of Conversion") and the attached Articles of Organization are submitted to convert VETERINARY ORTHOPEDIC IMPLANTS, INC., a corporation organized under the laws of the State of Florida, into VETERINARY ORTHOPEDIC IMPLANTS, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 605.1045, Florida Statutes, effective as of 12:01 AM on June 1, 2020.

1. VETERINARY ORTHOPEDIC IMPLANTS, INC., a corporation organized, and immediately prior to the filing of this Articles of Conversion, existing under the laws of the State of Florida was formed on January 12, 2009, with an effective date of June 28, 1993, under Document Number P09000003930.
2. The name of the Florida limited liability company into which VETERINARY ORTHOPEDIC IMPLANTS, INC. will be converted is VETERINARY ORTHOPEDIC IMPLANTS, LLC. The Articles of Organization of VETERINARY ORTHOPEDIC IMPLANTS, LLC are attached to this Articles of Conversion.
3. The conversion of VETERINARY ORTHOPEDIC IMPLANTS, INC., a Florida corporation, into VETERINARY ORTHOPEDIC IMPLANTS, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Revised Limited Liability Company Act, Chapter 605.
4. The conversion of VETERINARY ORTHOPEDIC IMPLANTS, INC., a Florida corporation, into VETERINARY ORTHOPEDIC IMPLANTS, LLC and the Articles of Conversion were approved by all of the shareholders and directors of VETERINARY ORTHOPEDIC IMPLANTS, INC., in accordance with the provisions of Section 607.1112 of the Florida Business Corporation Act.
5. The address of the principal office of VETERINARY ORTHOPEDIC IMPLANTS, LLC is 310 Commerce Lake Drive, Unit 107, St. Augustine, Florida 32095. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for VETERINARY ORTHOPEDIC IMPLANTS, LLC will be 36-3907253 which is the same Federal employer identification number of VETERINARY ORTHOPEDIC IMPLANTS, INC.
6. The Articles of Conversion shall be effective upon its filing with the Florida Department of State.
7. VETERINARY ORTHOPEDIC IMPLANTS, LLC shall pay any shareholder of VETERINARY ORTHOPEDIC IMPLANTS, INC. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act. However, no shareholder of VETERINARY ORTHOPEDIC IMPLANTS, INC. is exercising any appraisal and/or dissenter rights.
8. The Articles of Conversion have been approved by all of the members of VETERINARY ORTHOPEDIC IMPLANTS, LLC in accordance with Sections 605.1041 to 605.1046.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Conversion of the  
15th day of MAY, 2020.

  
Patrick Gendreau, as President of VETERINARY  
ORTHOPEDIC IMPLANTS, INC., and as President  
and a Manager of VETERINARY ORTHOPEDIC  
IMPLANTS, LLC

FILED  
2020 MAY 26 PM 3:39  
TALLAHASSEE  
FLORIDA

ARTICLES OF ORGANIZATION  
OF  
VETERINARY ORTHOPEDIC IMPLANTS, LLC  
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I  
NAME

The name of the limited liability company is VETERINARY ORTHOPEDIC IMPLANTS, LLC (hereinafter, the "Company").

ARTICLE II  
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 310 Commerce Lake Drive, Unit 107, St. Augustine, Florida 32095.

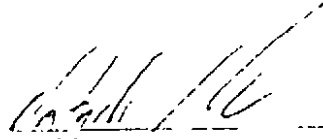
ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent and registered office in the State of Florida is Wells & Wells, P.A., 901 Ponce de Leon Blvd., Suite 200, Coral Gables, Florida 33134.

ARTICLE IV  
MANAGER-MANAGED COMPANY

The Company shall be a manager-managed limited liability company in accordance with Section 605.0407(1)(a), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 13 day of may, 2020.

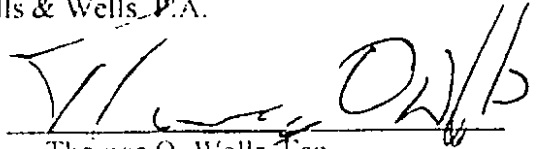
  
\_\_\_\_\_  
Patrick Gendreau, Manager

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for VETERINARY ORTHOPEDIC IMPLANTS, LLC, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.

Wells & Wells, P.A.

By:

  
Thomas O. Wells, Esq.

Dated:

May 18, 2020