

L200000376555

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

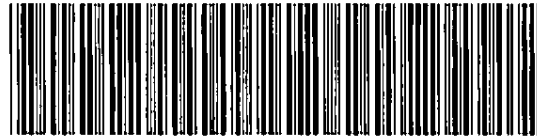
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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2009 DEC -7 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FL

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2009 DEC -7 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FL

0001 1

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 12/07/2020

Acc#I20160000072

*en: c DW*

Name:	SEASONS HOSPICE & PALLIATIVE CARE OF PASCO COUNTY HOLDINGS, INC.
Document #:	
Order #:	13376742

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

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Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 180.00

Thank you!

## COVER LETTER

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

**SUBJECT:** Seasons Hospice & Palliative Care of Pasco County Holdings, 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:

Imole Ogowewo

(Contact Person)

Gibson Dunn & Crutcher LLP

(Firm/Company)

200 Park Avenue

(Address)

New York, NY 10166-0193

(City, State and Zip Code)

IOgowewo@gibsondunn.com

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

For further information concerning this matter, please call:

Imole Ogowewo

at ( 212 )

351-2682

(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

2020 DEC -3 PM 1:23



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 8, 2020

CT

**CORRECTED**  
**Please Allow For**  
**Same File Date**

SUBJECT: SEASONS HOSPICE & PALLIATIVE CARE OF PASCO COUNTY  
HOLDINGS, LLC  
Ref. Number: W20000138846

We have received your document for SEASONS HOSPICE & PALLIATIVE CARE OF PASCO COUNTY HOLDINGS, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of Organization for the Converting Corporation does not match DOS records.

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

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.

Neysa Culligan  
Regulatory Specialist III

Letter Number: 820A00024539

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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:  
Seasons Hospice & Palliative Care of Pasco County Holdings, Inc.

(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 04/05/2016  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
Seasons Hospice & Palliative Care of Pasco County Holdings, LLC  
(Enter Name of Florida Limited Liability Company)

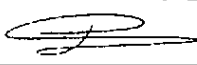
4. If not effective on the date of filing, enter the effective date: Dec. 4th, 2020.  
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)  
**Note:** If the date inserted in this 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.

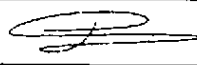
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 3 day of December 2020

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

Signature of Authorized Representative:   
Printed Name: Todd Stern Title: President & CEO

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

Signature:   
Printed Name: Todd Stern Title: President & CEO

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:

Seasons Hospice & Palliative Care of Pasco County Holdings, 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:

2644 Cypress Ridge Blvd.

Suite 104

Wesley Chapel, FL 33544

#### Mailing Address:

2644 Cypress Ridge Blvd.

Suite 104

Wesley Chapel, FL 33544

### 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:

CT Corporation System

Name

1200 South Pine Island Road

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

Plantation

City

FL 33324

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..*

Meredith Hellwig

Meredith Hellwig, Assistant Secretary

Registered Agent's Signature (REQUIRED)

(CONTINUED)

SECRETARY OF STATE  
TALLAHASSEE, FL

2020 DEC -7 AM 11:46

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**ARTICLE IV-**

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

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

**Name and Address:**

Seasons Hospice & Palliative Care of Pasco

HoldCo II, Inc. - 6400 Shafer Court

Suite 700, Rosemont, IL 60018

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(Use attachment if necessary)

SECRETARY OF STATE  
TALLAHASSEE, FL

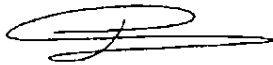
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**ARTICLE V:** Other provisions, if any.

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

**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.

Todd Stern

\_\_\_\_\_  
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)**

**Exhibit A**

**Articles of Conversion**

(See attached)

**PLAN OF CONVERSION**  
**OF**  
**SEASONS HOSPICE & PALLIATIVE CARE OF PASCO COUNTY HOLDINGS, INC.**  
**(a Florida corporation)**

This Plan of Conversion (this "Plan") is adopted and approved by Seasons Hospice & Palliative Care of Pasco HoldCo II, Inc., a Delaware corporation (the "Stockholder") and the Board of Directors (the "Board") of Seasons Hospice & Palliative Care of Pasco County Holdings, Inc., a Florida corporation (the "Company"). for the purpose of converting the Company into Seasons Hospice & Palliative Care of Pasco County Holdings, L.L.C. a Florida limited liability company (the "Converted Entity").

**RECITALS**

A. Immediately prior to the Effective Time (as defined herein), the Stockholder owns 100% of the capital stock of the Company.

B. The Stockholder and the Board have determined that it is advisable and in the best interests of the Company to be converted into the Converted Entity on the terms and subject to the conditions set forth herein (the "Conversion").

C. On December 3, 2020, the Board executed and delivered a unanimous written consent approving this Plan, the Conversion and the other transactions contemplated under this Plan, and on December 3, 2020, the Stockholder executed and delivered a unanimous written consent approving this Plan, the Conversion and the other transactions contemplated under this Plan.

**ARTICLE I**

**PARTIES**

The name of the converting entity is Seasons Hospice & Palliative Care of Pasco County Holdings, Inc., a Florida corporation, and the name of the surviving entity is Seasons Hospice & Palliative Care of Pasco County Holdings, L.L.C. a Florida limited liability company.

**ARTICLE II**

**THE CONVERSION**

At the Effective Time (as defined in Article VI hereof), and by virtue of filing the Articles of Conversion in the form attached hereto as Exhibit A (the "Articles of Conversion"), including the Articles of Organization attached thereto (the "Articles of Organization"), with the Secretary of State of the State of Florida, the Company shall be converted into the Converted Entity in accordance with the Florida Business Corporations Act and the Florida Revised Limited Liability Company Act, and the Converted Entity shall continue as the surviving

company in the form of a limited liability company organized under the laws of the State of Florida.

### **ARTICLE III**

#### **THE CONVERTED ENTITY**

At the Effective Time, the Articles of Organization shall be the Articles of Organization of the Converted Entity.

### **ARTICLE IV**

#### **EFFECT OF CONVERSION**

At the Effective Time, the Company shall be converted into the Converted Entity, a limited liability company organized under the laws of the State of Florida, and all property, rights, privileges and powers theretofore possessed by the Company shall continue to be vested in the Converted Entity without transfer, reversion or impairment. All debts, obligations and other liabilities of the Company shall continue as debts, obligations and liabilities of the Converted Entity.

### **ARTICLE V**

#### **MANNER AND BASIS OF CONVERTING INTERESTS**

The shares of common stock of the Company held by the Stockholder issued and outstanding immediately prior to the Effective Time shall be automatically cancelled and converted into 100% of the limited liability company membership interests of the Converted Entity at the Effective Time.

### **ARTICLE VI**

#### **EFFECTIVE TIME**

The Conversion shall be effective on December 4th, 2020. The date and time when the Conversion shall be effective is herein referred to as the "Effective Time."

### **ARTICLE VII**

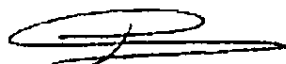
#### **MANAGEMENT**

The management of the Converted Entity shall be vested in the Stockholder, as the sole member of the Converted Entity.

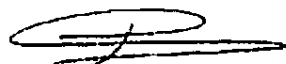
[Signature on following page]

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement, as of the date first above written.

SEASONS HOSPICE & PALLIATIVE CARE  
OF PASCO HOLDCO II, INC.

By:   
Name: Todd Stern  
Title: President and Chief Executive Officer

SEASONS HOSPICE & PALLIATIVE CARE  
OF PASCO COUNTY HOLDINGS, INC.

By:   
Name: Todd Stern  
Title: President and Chief Executive Officer