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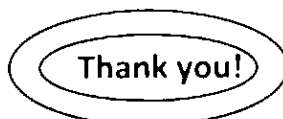
Name:	Femwell Group Health, Inc.
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**ARTICLES OF CONVERSION
FROM A FLORIDA CORPORATION TO A
FLORIDA LIMITED LIABILITY COMPANY**

Dated as of December 16, 2020

(Pursuant to Section 605.1045 of the Florida Revised Limited Liability Company Act
and Section 607.11933 of the Florida Business Corporation Act)

The Articles of Conversion, and attached Articles of Organization, are submitted to convert a Florida corporation (the "**Corporation**") to a Florida limited liability company (the "**Limited Liability Company**") under the Florida Revised Limited Liability Company Act (the "**LLC Act**") and the Florida Business Corporation Act (the "**Corp. Act**" and the LLC Act collectively referred as, the "**Acts**"), in accordance, the undersigned, hereby certifies:

FIRST: The name of the Corporation immediately prior to filing this Articles of Conversion is Femwell Group Health, Inc.

SECOND: Femwell Group Health, Inc. is a corporation formed under the laws of Florida on June 9, 1994.

THIRD: The name of the Limited Liability Company, as set forth in the attached Articles of Organization, is Femwell Group Health, LLC.

FOURTH: The effective date of the conversion is upon filing of the Articles of Conversion and the Articles of Organization with Florida Department of State, Division of Corporations.

FIFTH: The plan of conversion has been approved in accordance with all applicable provisions of the Acts.

SIXTH: Femwell Group Health, Inc. has agreed to pay any members having appraisal rights the amount to which such members are entitled under section 605.1006 and 605.1061-605.1072 of the LLC Act.

IN WITNESS WHEREOF, the undersigned, as authorized representatives within the meaning of the Acts, executed these Articles of Conversion effective as of the date set forth above.

**Authorized Representative of the Corporation
FEMWELL GROUP HEALTH, INC.**

DocuSigned by:
Francisco Leon
By: _____
Name: Francisco J. Leon
Title: President and Chief Operating Officer

**Authorized Representative of the Limited
Liability Company
FEMWELL GROUP HEALTH, LLC**

DocuSigned by:
Francisco Leon
By: _____
Name: Francisco J. Leon
Title: President and Chief Operating Officer

[Signature Page to Articles of Conversion]

**ARTICLES OF ORGANIZATION
OF
FEMWELL GROUP HEALTH, LLC**

The undersigned authorized representative (the "Authorized Representative") signs these Articles of Organization and forms a limited liability company (the "Company") pursuant to Section 605.0201 of the Florida Revised Limited Liability Company Act (the "Act"), as follows:

Dated as of December 16, 2020

ARTICLE I – NAME

The name of the Company is:

Femwell Group Health, LLC

ARTICLES II – MAILING ADDRESS AND STREET ADDRESS

The street and mailing address of the principal office of the Company is:

Femwell Group Health, LLC
3225 Aviation Avenue #700
Coconut Grove, Florida 33133

ARTICLE III – INITIAL REGISTERED AGENT AND OFFICE

The name and the Florida street address of the initial registered agent of the Company is:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

The written acceptance of the Company's initial registered agent, pursuant to 605.0201 (2) (c) of the Florida Revised Limited Liability Act, is attached herein as **Exhibit A.**

ARTICLE IV – PURPOSE

The Company is being formed for the purpose of transacting any and all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE V – DURATION

The Company shall have perpetual existence unless sooner dissolved, according to law; corporate existence shall commence upon the filing of the Articles of Organization by the Florida Department of State.

[Remainder of Page Intentionally Left Blank; Signature Page to Follow]

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In accordance with Section 605.0203(1)(b). of the Florida Revised Limited Liability Company Act, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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 Section 817.155 of the Florida Statutes.

AUTHORIZED REPRESENTATIVE:

/s/ Francisco J. Leon

Name: Francisco J. Leon

EXHIBIT A

Written Acceptance of the Company's Initial Registered Agent

See attached.

EXHIBIT A

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Article III of the Articles of Organization of Femwell Group Health, LLC, a Florida limited liability company (the "Company"), the Company's initial registered office and registered agent office information, in the State of Florida, is as follows:

1. The name of the Company is:

Femwell Group Health, LLC

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

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

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 of the Florida Statutes.

Signature: Karen Spain
Name: Karen Spain
Title: Assistant Secretary

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