

L20000390495

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

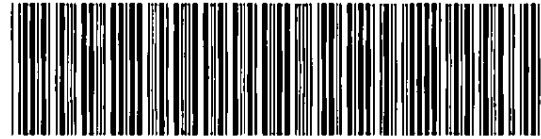
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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CT CORP

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

Date: 12/17/2020

Acc#I20160000072

en: c DW

Name:	Seasons Hospice & Palliative Care of Southern Florida, Inc.
Document #:	
Order #:	13397155

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:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
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 Southern Florida, 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)

<input type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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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 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 Southern Florida, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation 910000032172
(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 04/13/2010
(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 Southern Florida, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 12/17/2020

(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.

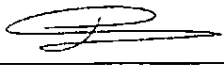
5. The plan of conversion has been approved in accordance with all applicable statutes.

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.

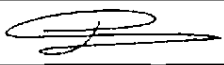
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Signed this 16 day of December 2020.

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 Southern Florida, 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:

5200 NE 2nd Ave.

Miami, FL 33137

Mailing Address:

5200 NE 2nd Ave.

Miami, FL 33137

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

FL 33324

City

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..

Katherine Schneider

Katherine Schneider, Asst. Secretary

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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

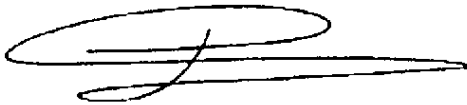
Name and Address:

Seasons Hospice & Palliative Care of Southern
Florida Intermediate, LLC - 1209 Orange St.
Wilmington, Delaware 19801

(Use attachment if necessary)

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)

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11:11:10

PLAN OF CONVERSION
OF
SEASONS HOSPICE & PALLIATIVE CARE OF SOUTHERN FLORIDA, INC.
(a Florida corporation)

This Plan of Conversion (this "Plan") is adopted and approved by Seasons Hospice & Palliative Care of Southern Florida Intermediate, LLC, a Delaware limited liability company (the "Stockholder") and the Board of Directors (the "Board") of Seasons Hospice & Palliative Care of Southern Florida, Inc., a Florida corporation (the "Company"). for the purpose of converting the Company into Seasons Hospice & Palliative Care of Southern Florida, LLC, 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 14, 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 14, 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 Southern Florida, Inc., a Florida corporation, and the name of the surviving entity is Seasons Hospice & Palliative Care of Southern Florida, LLC, 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, including the articles of organization attached thereto, with the Secretary of State of the State of Florida, the Company shall be converted into the Converted Entity in accordance with Section 607.11930 of the Florida Business Corporations Act and the Section 605.1041 of 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

As used in this Agreement, the term "Effective Time" shall mean the date and time of the filing of the articles of conversion with the Secretary of State of the State of Florida.

ARTICLE VII

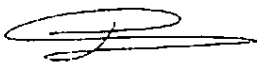
MANAGEMENT

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.

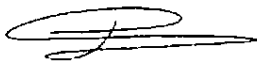
SEASONS HOSPICE & PALLIATIVE
CARE OF SOUTHERN FLORIDA
INTERMEDIATE, LLC

By: 

Name: Todd Stern

Title: President & Chief Executive Officer

SEASONS HOSPICE & PALLIATIVE
CARE OF SOUTHERN FLORIDA, INC.

By: 

Name: Todd Stern

Title: President & Chief Executive Officer