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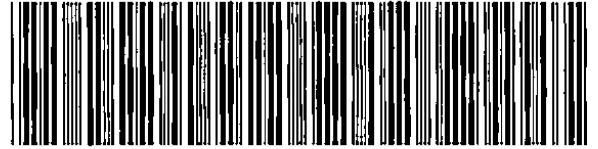
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MASSACHUSETTS

December 30, 2020

Akerman LLP
The Victor Building
750 9th Street, N.W., Suite 750
Washington, DC 20001

PERSONAL AND CONFIDENTIAL

Via Hand Delivery

Ms. Gina McLeod, Chief
Bureau of Commercial Recording
Division of Corporations
2415 N. Monroe St., Suite 810
The Centre of Tallahassee
Tallahassee, FL 32303

D: 202 824 1722
T: 202 393 6222
F: 202 393 5955
DirF: 202 585 6236
C: 804 241 6275

RE: Nicklaus Children's Health System
Two (2) Conversions and One (1) Merger

Dear Ms. McLeod,

We cannot thank you enough for the personal attention to the enclosed filings on behalf of our client, Miami Children's Health System, Inc. d/b/a Nicklaus Children's Health System ("NCHS"). In an effort to better serve the medical needs of children in Florida, NCHS has decided to streamline its corporate structure. Accordingly, we are converting two (2) Florida not for profit corporations into two (2) single member Florida limited liability companies that will then enjoy the tax-exempt status and tax characteristics of NCHS without separate annual filings. In addition, we are merging one (1) not for profit corporation into Nicklaus Children's Hospital in order to avoid administrative redundancies. All filings are to be effective at close of business on December 31, 2020. However, the three filings do not, in this instance, need to occur in any particular order so long as all are filed effective as provided above.

Filing #1: Variety Children's Hospital d/b/a Nicklaus Children's Hospital (Doc. No: 705162)

We have enclosed one (1) copy of the filing for Miami Children's Hospital Research Institute, Inc., a Florida not for profit corporation (the "**Merging Corporation**"), with and into Variety Children's Hospital d/b/a Nicklaus Children's Hospital, a Florida not for profit corporation (the "**Surviving Corporation**"). Accordingly, we have enclosed the corresponding Articles of Merger and Plan of Merger.

Our Firm's check is included in the amount of \$78.75. This includes the filing fees (\$35.00 for the Merging Corporation and \$35.00 for the Surviving Corporation), and \$8.75 for a certified copy of the filing.

Filing #2: Nicklaus Children's Pediatric Specialists, LLC

We have enclosed one (1) copy of the filing for Pediatric Specialty Group, Inc. d/b/a Nicklaus Children's Pediatric Specialists, a Florida not for profit corporation, to be converted into Nicklaus Children's

Ms. Gina McLeod, Chief
Bureau of Commercial Recording
December 30, 2020
Page 2

Pediatric Specialists, LLC, a single member Florida limited liability company. Accordingly, we have enclosed the corresponding Articles of Conversion, Plan of Conversion, and Articles of Organization.

Our Firm's check is included in the amount of \$185. This includes the filing fees (\$25 for Articles of Conversion and \$125 for Articles of Organization), \$30.00 for a certified copy of the filing, and \$5.00 for a Certificate of Status.

Filing #3: **Nicklaus Children's Hospital Foundation, LLC**

We have enclosed one (1) copy of the filing for Miami Children's Health System Foundation, Inc. d/b/a Nicklaus Children's Hospital Foundation, a Florida not for profit corporation, to be converted into Nicklaus Children's Hospital Foundation, LLC, a single member Florida limited liability company. Accordingly, we have enclosed the corresponding Articles of Conversion, Plan of Conversion, and Articles of Organization.

Our Firm's check is included in the amount of \$185. This includes the filing fees (\$25 for Articles of Conversion and \$125 for Articles of Organization), \$30.00 for a certified copy of the filing, and \$5.00 for a Certificate of Status.

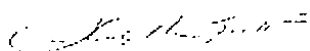
Return Correspondence

Please return all correspondence and certified copies either to Mr. Tom Range of our Tallahassee office who is hand-delivering this correspondence or to me at the following address if the Division needs until next week to generate a certified copy. The effective date is essential. We do not need the returned certified copies until next month.

Thank you again for your time and attention to these matters. NCHS and we are grateful. Please have a very Happy New Year. If, for whatever reason, you need to contact me by telephone, please call.

With very best regards and much gratitude, I am

Yours very truly,



Philip M. Sprinkle II
Florida Bar No.: 724890
Enclosures

2020 DEC 30 PM 12:17
TALLAHASSEE, FL 32309

ARTICLES OF CONVERSION

OF

MIAMI CHILDREN'S HEALTH SYSTEM FOUNDATION, INC.
D/B/A NICKLAUS CHILDREN'S HOSPITAL FOUNDATION,
a Florida Not for Profit Corporation

WITH AND INTO

NICKLAUS CHILDREN'S HOSPITAL FOUNDATION, LLC,
a single member Florida Limited Liability Company

Effective as of the close of business on December 31, 2020

These Articles of Conversion (the "Articles of Conversion") and attached Articles of Organization (the "Articles of Organization") are submitted to convert (the "Conversion") Miami Children's Health System Foundation, Inc. d/b/a Nicklaus Children's Hospital Foundation, a Florida not for profit corporation (sometimes herein referenced as the "Not for Profit Corporation"), into Nicklaus Children's Hospital Foundation, LLC, a single member Florida limited liability company (sometimes herein referenced as the "Limited Liability Company"), a single member Florida limited liability company, pursuant to, inter alia, Sections 605.0102(3), 605.0102(13), 605.0102(23)(a)(2), 605.1045 and 605.1042 of the Florida Revised Limited Liability Company Act (the "Act").

ARTICLE I

The name of the Not for Profit Corporation immediately prior to the filing of the Articles of Conversion is: Miami Children's Health System Foundation, Inc. d/b/a Nicklaus Children's Hospital Foundation.

ARTICLE II

The Not for Profit Corporation is a not for profit corporation first incorporated under the laws of Florida on August 30, 2012.

ARTICLE III

The name of the Limited Liability Company as set forth in the attached Articles of Organization is Nicklaus Children's Hospital Foundation, LLC.

ARTICLE IV

The effective date of the Conversion is as of the close of business on December 31, 2020 as provided in the filing of these Articles of Conversion with the Florida Department of State.

ARTICLE V

In accordance with all applicable statutes, the Plan of Conversion (the "Plan of Conversion"), attached hereto and made a part hereof, has been approved by the sole corporate member of the Not for Profit Corporation, Miami Children's Health System, Inc. d/b/a Nicklaus Children's Health System ("NCHS"), by unanimous vote of the Board of Trustees of NCHS at a duly called and convened meeting thereof on December 15, 2020.

ARTICLE VI

The Limited Liability Company 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, Florida Statutes; provided, however, that there are no members of the Not for Profit Corporation other than NCHS.

ARTICLE VII

Except as amended by the Articles of Organization, the Bylaws of the Not for Profit Corporation shall remain in full force and effect subject to the control provisions of the sole corporate member, NCHS.

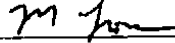
[Signature Page Follows]

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Signed effective the 31st day of December, 2020.

Signature on behalf of Not for Profit Corporation:

MIAMI CHILDREN'S HEALTH SYSTEM
FOUNDATION, INC. D/B/A NICKLAUS
CHILDREN'S HOSPITAL FOUNDATION
a Florida Not for Profit Corporation

By: 
Mr. Matthew Love,
President and Chief Executive Officer of
Miami Children's Health System, Inc. d/b/a
Nicklaus Children's Health System, the sole
corporate member of Miami Children's Health
System Foundation, Inc. d/b/a Nicklaus
Children's Hospital Foundation, n/k/a Nicklaus
Children's Hospital Foundation, LLC

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RECEIVED
CLERK OF COURT
CLERK OF COURT

PLAN OF CONVERSION

OF

**MIAMI CHILDREN'S HEALTH SYSTEM FOUNDATION, INC.
D/B/A NICKLAUS CHILDREN'S HOSPITAL FOUNDATION,
a Florida Not for Profit Corporation**

WITH AND INTO

**NICKLAUS CHILDREN'S HOSPITAL FOUNDATION, LLC,
a single member Florida Limited Liability Company**

Effective as of the close of business on December 31, 2020

This Plan of Conversion (this "Plan of Conversion") is adopted and approved by Miami Children's Health System Foundation, Inc. d/b/a Nicklaus Children's Hospital Foundation, a Florida not for profit corporation (sometimes referred to herein as the "Not for Profit Corporation") for the purpose of converting the Not for Profit Corporation into Nicklaus Children's Hospital Foundation, LLC, a single member Florida limited liability company (sometimes referred to herein as the "Limited Liability Company"), pursuant to, inter alia, Sections 605.0102(3), 605.0102(13), 605.0102(23)(a)(2), 605.1045 and 605.1042 of the Florida Revised Limited Liability Company Act (the "Act").

RECITALS

Miami Children's Health System, Inc. d/b/a Nicklaus Children's Health System ("NCHS"), as the Not for Profit Corporation's sole member, has determined that it is advisable and in the best interests of the Not for Profit Corporation that the Not for Profit Corporation be converted (the "Conversion") into the Limited Liability Company, a single member Florida limited liability company, on the terms and subject to the conditions set forth herein.

**ARTICLE I
THE CONVERSION**

At the Effective Time (as defined in Article IV hereof), the Not for Profit Corporation shall be converted into the Limited Liability Company in accordance with, inter alia, Chapter 605 of the Florida Statutes, and the Limited Liability Company shall continue as the surviving, converted company under the laws of the State of Florida.

**ARTICLE II
THE SURVIVING COMPANY**

From and after the Effective Time, the Articles of Organization attached hereto as Exhibit A shall be the Articles of Organization of the Limited Liability Company. Except as amended by the Articles of Organization, the Bylaws of the Not for Profit Corporation shall continue in full force and effect. For Federal tax purposes, the Limited Liability Company will, as a single member limited liability company, be disregarded and the Limited Liability Company will be imbued with the tax characteristics, including tax-exempt and public charity status, of the parent entity, NCHS, which will remain the sole member of the Limited Liability Company.

**ARTICLE III
EFFECT OF CONVERSION**

At the Effective Time, all property, rights, privileges, powers and franchises of the Not for Profit Corporation shall vest in the Limited Liability Company, and all liabilities and obligations of the Not for Profit Corporation shall become liabilities and obligations of the Limited Liability Company.

**ARTICLE IV
EFFECTIVE TIME**

As used in this Plan of Conversion, the term "Effective Time" with respect to the Conversion shall mean as of the close of business on December 31, 2020 as confirmed in the Certificate of Conversion filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the sole corporate member of the Not for Profit Corporation has, through its duly authorized officer, executed and delivered this Plan of Conversion for the purposes herein contained.

MIAMI CHILDREN'S HEALTH SYSTEM
FOUNDATION, INC. D/B/A NICKLAUS
CHILDREN'S HOSPITAL FOUNDATION
a Florida Not for Profit Corporation

By: M. Love

Mr. Matthew Love,

President and Chief Executive Officer of
Miami Children's Health System, Inc. d/b/a
Nicklaus Children's Health System, the sole
corporate member of Miami Children's Health
System Foundation, Inc. d/b/a Nicklaus
Children's Hospital Foundation, n/k/a Nicklaus
Children's Hospital Foundation, LLC

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NOTARIES PUBLIC

EXHIBIT A
ARTICLES OF ORGANIZATION

2020 DEC 30 PM 12:17
CLARK COUNTY

ARTICLES OF ORGANIZATION

OF

**NICKLAUS CHILDREN'S HOSPITAL FOUNDATION, LLC,
a single member Florida Limited Liability Company**

December 31, 2020

ARTICLE I

Name

The name of the limited liability company (the "Limited Liability Company") is: Nicklaus Children's Hospital Foundation, LLC.

ARTICLE II

Address

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

3100 SW 62nd Avenue
Miami, FL 33155

ARTICLE III

Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Jodi Laurence, Esquire, General Counsel
Miami Children's Health System, Inc. c/o Legal Dept.
3100 SW 62nd Avenue
Miami, FL 33155

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, Florida Statutes.

Jodi Laurence

Registered Agent's Signature

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NICKLAUS CHILDREN'S HOSPITAL FOUNDATION, LLC
MIA MI 33155

ARTICLE IV
Management and Control

In accordance with Section 605.0407(1), Florida Statutes, the Limited Liability Company is a single member managed limited liability company, the sole member of which is Miami Children's Health System, Inc. d/b/a Nicklaus Children's Health System ("NCHS"). The Limited Liability Company will continue to operate with Bylaws, none of which may limit or restrict the authority of the sole corporate member. As a single member limited liability company, it is anticipated that the Limited Liability Company will, as a single member limited liability company, be disregarded and the Limited Liability Company will be imbued with the tax characteristics, including tax-exempt and public charity status, of the parent entity, NCHS, which will remain the sole member of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization effective as of the close of business on the 31st day of December, 2020.

In accordance with Section 605.0203(1)(b), Florida Statutes, 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, Florida Statutes.

By: Danielle Gordet
Danielle C. Gordet, Esq., M.P.H.,
Authorized Representative of a Member

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RECEIVED
STATE DEPT OF REVENUE
TALLAHASSEE, FLORIDA