



# GreenspoonMarder

ATTORNEYS AT LAW

888.491.1120  
www.gmlaw.com

Brent D. Klein, Esq.  
Merrick Pointe, Suite 602  
3850 Bird Road  
Miami, Florida 33146  
Direct Phone: 305.789.2772  
Direct Fax: 305.537.3972  
Email: brent.klein@gmlaw.com

April 20, 2021

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 North Monroe Street  
Suite 810  
Tallahassee, Florida 32303

Federal Express

Re: Articles of Conversion of Armor Correctional Health Services, Inc./Articles of Organization of Armor Health Management, LLC, providing for the conversion of Armor Correctional Health Services, Inc. to Armor Health Management, LLC

Gentlemen:

Enclosed are two (2) executed copies of Articles of Conversion of Armor Correctional Health Services, Inc. and Articles of Organization of Armor Health Management, LLC, providing for the conversion of Armor Correctional Health Services, Inc. to Armor Health Management, LLC, along with our check in the amount of \$190.00.

Please return a certified copy of the Articles of Conversion of Armor Correctional Health Services, Inc. and the Articles of Organization of Armor Health Management, LLC, to the undersigned, in the enclosed Federal Express envelope.

If there are any questions, please call.

Very truly yours,

  
Brent D. Klein

Articles of Conversion  
of Armor Correctional Health Services, Inc.,  
a Florida corporation  
to Armor Health Management, LLC,  
a Florida limited liability company

Pursuant to the provisions of Section 605.1045, of the Florida Revised Limited Liability Company Act, and Section 607.11933 of the Florida Business Corporation Act, Armor Correctional Health Services, Inc., a corporation organized and existing under the laws of the State of Florida, for the purpose of converting to a limited liability company organized and existing under the laws of the State of Florida, hereby submits the following:

Article I

Converting Entity

The converting entity's name, jurisdiction of formation and type of entity are:

Armor Correctional Health Services, Inc. is a corporation organized and existing under the laws of the State of Florida, incorporated on July 19, 2004 (Document No. P04000107846).

Article II

Converted Entity

The converted entity's name, jurisdiction of formation and type of entity are:

Armor Health Management, LLC is a limited liability company organized and existing under the laws of the State of Florida.

Article III

Plan of Conversion

A Plan of Conversion was unanimously adopted by the Board of Directors of Armor Correctional Health Services, Inc. and unanimously approved by the shareholders of Armor Correctional Health Services, Inc. in accordance with the provisions of Section 607.11932 of the Florida Statutes.

Article IV

Public Organic Record

Attached hereto are Articles of Organization of Armor Health Management, LLC, for filing with the Department of State of the State of Florida contemporaneous with the filing of these Articles of Conversion.

Article V

Effective Date

The conversion shall be effective at 12:01 am. on July 1, 2021.

Executed this 12 day of April, 2021.

Armor Correctional Health Services, Inc.

By: 

\_\_\_\_\_  
Otto Campo, President

**ARTICLES OF ORGANIZATION**  
**OF**  
**ARMOR HEALTH MANAGEMENT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, upon the conversion of Armor Correctional Health Services, Inc., a Florida corporation, adopts the following Articles of Organization:

**ARTICLE I**

Name

The name of the Company is Armor Health Management, LLC and its principal and mailing address is 4960 SW 72<sup>nd</sup> Avenue, Suite 400, Miami, Florida 33155.

**ARTICLE II**

Effective Date of Conversion/Duration

The conversion shall be effective as of 12:01 a.m. on July 1, 2021.

The duration of the Company is perpetual.

**ARTICLE III**

Purposes

The general purposes for which the Company is organized are:

1. To transact any lawful business for which limited liability companies may be organized under the Florida Revised Limited Liability Company Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

FILED  
2021 APR 21 AM 8:57  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE IV**

### **Registered Office and Agent**

The street address of the registered office of the Company is Suite 602, 3850 Bird Road, Miami, Florida 33146, and the name of its registered agent at such address is Brent D. Klein.

## **ARTICLE V**

### **Admission of Additional Members**

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all the members.

## **ARTICLE VI**

### **Termination of Existence**

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

## **ARTICLE VII**

### **Management**

The Company shall be manager-managed. The name and address of the initial manager are:

Otto Campo  
4960 SW 72<sup>nd</sup> Avenue  
Suite 400  
Miami, Florida 33155

## **ARTICLE VIII**

### **Voting**

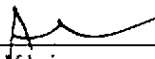
Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, with respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest in the Company.

## ARTICLE IX

### Operating Agreement


Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, the members may from time to time, by majority vote, adopt, alter, amend or repeal the operating agreement for the Company.

Executed by the undersigned, as the authorized representative of the members, this 12<sup>th</sup> day of April, 2021.

  
\_\_\_\_\_  
Brent D. Klein

### ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent by the above limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Brent D. Klein