

L22 000176355

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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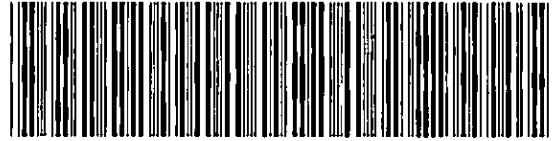
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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CLERK OF COURT
TALLAHASSEE, FL

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DIRECTOR'S OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 04/28/22

NAME: PHYSICIANS AMBULATORY SURGERY CENTER, LLC

TYPE OF FILING: CONVERSION

COST: 155.00

RETURN: PLAIN COPY AND GOOD STANDING PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

a Hodge

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Physicians Ambulatory Surgery Center, 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:

David J Davidson

(Contact Person)

The Florida Healthcare Law Firm

(Firm/Company)

151 NW 1st Avenue

(Address)

Delray Beach, FL 33444

(City, State and Zip Code)

dave@floridahealthcarelawfirm.com

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

For further information concerning this matter, please call:

Davis J. Davidson

at (561) 455-7700

(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

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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:
Physicians Ambulatory Surgery Center, 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 November 17, 1993
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
Physicians Ambulatory Surgery Center, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____
(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 27th day of April 2022.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: Gregory A. Parr

Title: President

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

Signature: _____

Printed Name: Gregory A. Parr

Title: President

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:

Physicians Ambulatory Surgery Center, 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:

300 Clyde Morris Blvd., Suite B
Ormond Beach, FL 32174

Mailing Address:

300 Clyde Morris Blvd., Suite B
Ormond Beach, FL 32174

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:

Bert M. Morrow

Name

300 Clyde Morris Blvd., Suite C

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

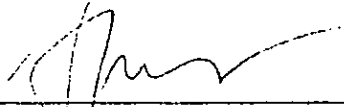
Ormond Beach

FL 32174

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.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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TALLAHASSEE, FL

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Gregory A. Parr

300 Clyde Morris Blvd., Suite C

Ormond Beach, FL 32174

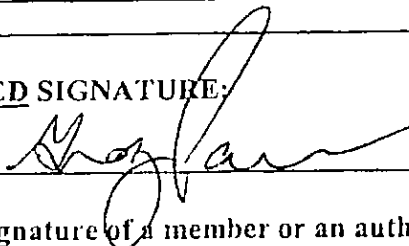
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JUDICIAL CIRCUIT IN AND FOR
THE 17TH JUDICIAL CIRCUIT
IN FLORIDA
ORMOND BEACH, FLORIDA

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(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.

Greg PARR

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)

PHYSICIANS AMBULATORY SURGERY CENTER, INC.

**ACTION BY WRITTEN CONSENT OF THE SHAREHOLDER
IN LIEU OF MEETING**

Pursuant to the authority of Sections 607.1112, Florida Statutes and the Florida Business Corporation Act, the undersigned being the sole shareholder (the "Shareholder") of Physicians Ambulatory Surgery Center, Inc., a Florida corporation (the "Corporation"), hereby affirmatively votes for, consents to, adopts, and approves the following actions to be taken by the Corporation:

WHEREAS, the Shareholder has been presented with the attached plan of conversion, effectuating the conversion of the Corporation from a Florida corporation to a Florida limited liability company; and

WHEREAS, the Shareholder has been presented with the attached Certificate of Conversion and Articles of Organization.

NOW THEREFORE, be it

RESOLVED, that the Shareholder hereby approves, consents to and ratifies, pursuant to the attached plan of conversion, the conversion of the Corporation from a Florida corporation to a Florida limited liability company effective upon the earlier of the date of this resolution or the filing of the appropriate documents with the Florida Secretary of State; and be it

FURTHER RESOLVED, that the Shareholder hereby approves, consents to and ratifies the attached Certificate of Conversion and Articles of Organization; and be it

FURTHER RESOLVED, that the President and Secretary are authorized and empowered, for and on behalf of the Corporation, to execute all documents contemplated herein and related thereto to which the Corporation is a party.

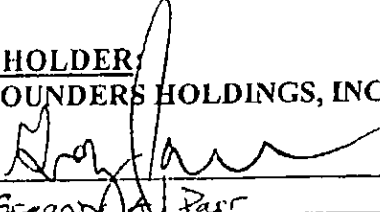
FURTHER RESOLVED, that this Unanimous Written Consent may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall be deemed to be one document.

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Signature Page to Follow

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of this 27th day of April, 2022.

SHAREHOLDER:
PASC FOUNDERS HOLDINGS, INC.

By:  _____

Name: Gregory A. Parr _____

Its: President _____

**CERTIFICATE OF CONVERSION
FOR
PHYSICIANS AMBULATORY SURGERY CENTER, INC.
INTO
PHYSICIANS AMBULATORY SURGERY CENTER, L.L.C.
("OTHER BUSINESS ENTITY")**

This Certificate of Conversion is submitted to convert the following Florida Profit Corporation into a limited liability company in accordance with Section 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is Physicians Ambulatory Surgery Center, Inc.
2. The name of the Other Business Entity is Physicians Ambulatory Surgery Center, LLC.
3. The Other Business Entity is a limited liability company organized under the laws of the State of Florida.
4. The above referenced Florida Profit Corporation has converted into a limited liability company in compliance with Florida Statutes, Chapter 607 and the conversion complies with Chapter 605, Florida Statutes.
5. The plan of conversion was approved by the converting corporation, in accordance with Florida Statutes, Chapter 607.
6. The written consent of the shareholders who, as a result of the conversion, are now a member of the surviving entity was obtained pursuant to Florida Statutes Section 607.1112(6).
7. This conversion was effective under the laws governing the Other Business entity on the date this Certificate of Conversion is filed with the Florida Secretary of State.
8. This conversion shall be effective in Florida on the date this Certificate of Conversion is filed with the Florida Secretary of State.
9. The Other Business Entity's principal office address is 303 Clyde Morris Blvd., Suite B, Ormond Beach, FL 32174

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Signature Page to Follow

Its:

**PLAN OF CONVERSION OF
PHYSICIANS AMBULATORY SURGERY CENTER, INC.
INTO
PHYSICIANS AMBULATORY SURGERY CENTER, LLC.**

This **PLAN OF CONVERSION** (the "Plan") has been adopted and approved by all Shareholders of Physicians Ambulatory Surgery Center, Inc. (the "Corporation") as provided in that certain Written Consent of the Shareholders in Lieu of Meeting thereof dated April 27, 2022, to which a specimen copy of this Plan was attached, and is for the purpose of effecting a conversion of the Corporation into a Florida limited liability company in accordance with Sections 607.1112 and 605.1041, Florida Statutes (the "Applicable Laws").

A. The name of the converting entity is Physicians Ambulatory Surgery Center, Inc., a Florida corporation, which was organized under Florida law on November 17, 1993.

B. The conversion of the Corporation into a Florida limited liability company has been duly approved and authorized by its Shareholders in accordance with the Applicable Laws.

C. The Corporation desires to be converted into a Florida limited liability company pursuant to this Plan and the Applicable Laws.

NOW THEREFORE, intending to comply with the Applicable Laws, the Corporation hereby adopts the following the Plan:

1. **Conversion**

1.1. **Conversion and Effective Time.** The Corporation shall be converted into a limited liability company in accordance with the Applicable Laws (the "Conversion"), effective as of date upon which the Certificate of Conversion is filed with the Florida Secretary of State ("Effective Time").

1.2. **Name and Jurisdiction of Converting and Resulting Entities.** The Corporation is the converting entity. The resulting entity is "Physicians Ambulatory Surgery Center, LLC" (the "Company") and its jurisdiction of organization shall be the State of Florida.

1.3. **Terms and Conditions of Conversion.** All of the shares in the Corporation, as they exist as of the Effective Time, shall be converted into Membership Interests in the Company (the "Interests") following the Conversion. For purposes of the Florida Revised Limited Liability Company Act (the "Act"), the Company's members' rights to distributions, profits and losses, voting and approval rights, and any other rights of participation or interests in the Company, shall be allocated among them in proportion to the Interests held by them.

1.4. **Filing of Certificate of Conversion and Articles.** The form of Articles of Conversion for the Company, attached hereto as Exhibit A, and the form of Articles of Organization for the Company, attached hereto as Exhibit B, shall be completed, executed and filed with the Florida Department of State in the manner required by the Applicable Laws. The

Articles of Conversion and Articles of Organization shall be filed such that the Effective Time recited above shall apply to the Conversion.

1.5. Effect of Conversion. Without limiting the Applicable Laws, the Company shall be the sole continuing entity and shall be governed by the Act and any other applicable laws of the State of Florida, and (i) all real property and other assets, rights, privileges, claims, immunities and franchises of the Corporation shall be deemed vested in the Company, without reversion or impairment, and (ii) all debts, liabilities and other obligations of the Corporation shall be deemed obligations of the Company. For the avoidance of doubt, any actions or proceedings pending by or against the Corporation may be continued against the Company as if the Conversion had not occurred.

2. Operating Agreement of the Company. If, as of the Effective Time, there is not an operating agreement adopted for the Company, the Company shall be governed by the provisions of the Act ("default provisions") to the extent such provisions are not inconsistent with this Plan, together with any other agreements which the Company's members may reach in the meantime with respect to the business, operations and affairs of the Company which may vary from the default provisions of the Act.

3. Miscellaneous.

3.1. Further Assurances and Tilling of Assets; Same Entity. On and after the Effective Time, the Corporation, and the Company and each of their respective officers shall take all such further actions and execute, acknowledge and deliver all such further instruments and documents as may be necessary or desirable to convey and transfer to, and vest in, the Company, and to protect the Company's right, title and interest in and to, and enjoyment of, the assets, properties and business of the Corporation and as may otherwise be appropriate to carry out the transactions provided for in this Plan. Without limiting the foregoing, if at any time after the Effective Time, the Company shall determine that it is advisable to perfect, confirm, evidence or otherwise formalize, including by public filings (including real estate title recordation offices), bills of sale, assignments or other actions or instruments, the continued vesting in the Company of the Corporation's right, title or interest to any of its real estate and other assets, claims or rights as a result of the Conversion, or to otherwise carry out the Conversion, then an officer of the Company shall execute and deliver in the name and on behalf of Corporation all such documents and instruments, and to take all such other actions, as may be necessary to so formalize such transfers. The act of executing and delivering any such instrument shall not be construed for any purpose as treating the Company as an entity that is separate and distinct from the Corporation, it being the intent that Applicable Laws shall control the determination that the Company is for all purposes the same entity that existed before the Conversion.

3.2. Modification, Termination or Waiver. This Plan may be amended, modified, abandoned, superseded or terminated in a writing signed by a majority in interest of the directors and/or shareholders of the Corporation after the Effective Time.

3.3. Notices. Any notice or other communication required or which may be given hereunder shall be in writing and either be delivered personally to the addressee or mailed.

by express, certified or registered mail, postage prepaid, and shall be deemed given when so delivered personally, or if mailed, three days after the date of mailing.

3.4. Binding Effect and Assignment. This Plan shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

3.5. Entire Plan. This Plan contains all of the provisions for a plan of conversion under the Applicable Laws, and there are no other conditions, terms, understandings or agreements concerning the Conversion other than those set forth herein.

3.6. Governing Law. This Plan shall be governed by, and construed in accordance with, the Applicable Laws.

3.7. Counterparts. This Plan may be executed in several counterparts, each of which shall be deemed to be an original, but which together shall constitute one and the same instrument.

3.8. Section Headings. The section headings contained in this Plan are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Plan.

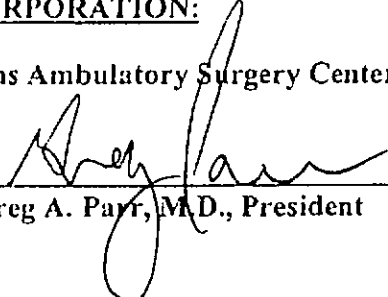
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Signature Page to Follow

The undersigned has caused this Plan to be executed as of the day and year first above written.

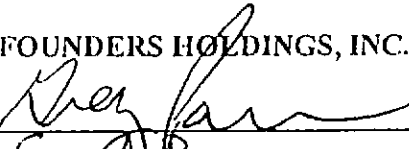
THE CORPORATION:

Physicians Ambulatory Surgery Center, Inc.

By: 
Greg A. Parr, M.D., President

SHAREHOLDER:

PASC FOUNDERS HOLDINGS, INC.

By: 
Name: Greg A. Parr
Its: President