

L22000 333570

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

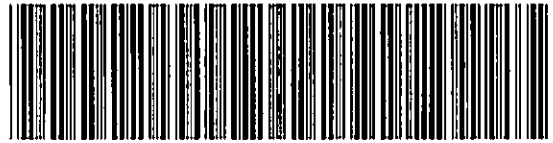
Special Instructions to Filing Officer:

Office Use Only

W220008149

T. SCOTT

JUL 28 2022



000389430070

06/14/22 11021-001 **150.00

FILED
2022 JUL 28 PM 4:45
CABLE AND/OR VIDEO
FRANCHISING
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Dade Internal Medicine and Associates, 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:

Richard J. Delgado, Esq.

(Contact Person)

Delgado & Delgado, P.A.

(Firm/Company)

18590 NW 67 Avenue, Suite 230

(Address)

Hialeah, FL 33015

(City, State and Zip Code)

rjdlaw1@gmail.com

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

For further information concerning this matter, please call:

Richard J. Delgado, esq.

at (786)

363-4200

(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

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:
Dade Internal Medicine and Associates, LLC

(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 June 1, 2021
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Dade Internal Medicine and Associates, 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.

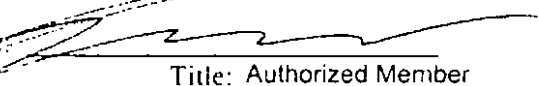
5. The plan of conversion has been approved in accordance with all applicable statutes.

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.

FILED
2022 JUL 28 PM 4:50
CALL AND/OR VIDEO
FRANCHISING
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signed this 22 day of July 20 22.

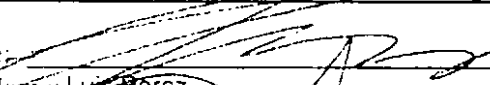
Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Luis Perez

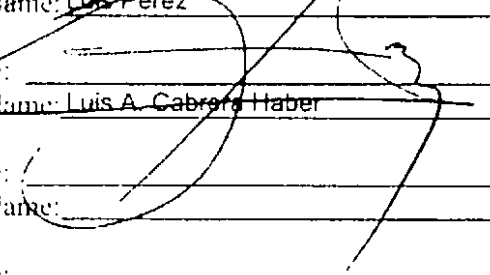
Title: Authorized Member

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

Signature: 

Printed Name: Luis Perez

Title: President

Signature: 

Printed Name: Luis A. Cabrera Haber

Title: Vice President

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 OF DADE INTERNAL MEDICINE AND ASSOCIATES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be **DADE INTERNAL MEDICINE AND ASSOCIATES, LLC** ("Company").

ARTICLE 2 – ADDRESS

The principal place of business of the Company in Florida shall be 1801 NE 123 Street, Suite 417, North Miami, Florida 33181 and the mailing address shall be the same.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 – DURATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE 5 – PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

FILED
2022 JUL 28 PM 4:50
CLERK AND VIDEO
FRANCHISING
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The Company designates 1801 NE 123 Street, Suite 417, North Miami, Florida 33181 as the street address of the initial registered office of the Company and names Luis Perez as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE 7 – ADMISSION OF NEW MEMBERS

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

ARTICLE 8 – MANAGEMENT

The Company shall be conducted, carried on, and managed by its Member(s) and is, therefore, a Member-Managed Company.

ARTICLE 9 – OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this June 7, 2022.



Luis Perez

Authorized Representative of the Members

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

The undersigned agrees to act as registered agent for Dade Internal Medicine and Associates, LLC to accept services of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 7 day of ~~May~~, 2022.

June



Luis Perez