

L24000179/66

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

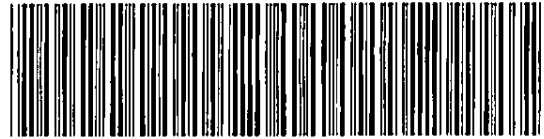
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200422736622

01/30/24--01033--014 **180.00

FILED

FILED

2004 MAR 18 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2004 JAN 30 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WATSON

T.S.H.
2/26/24

44

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Villages Dental 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:

William H. Cauthen, Esq.

(Contact Person)

Cauthen & Burns, P.A.

(Firm/Company)

215 N. Joanna Ave.

(Address)

Tavares, FL 32778

(City, State and Zip Code)

billc@cflegal.com

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

For further information concerning this matter, please call:

William H. Cauthen or

Robin Dotson

at (352) 343-2225

(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

FILED
MAR 18 PM 1:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED
JAN 30 PM 1:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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:
Villages Dental Associates, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Delaware LLC

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Delaware - M13000001993

(Enter state, or if a non-U.S. entity, the name of the country)

on 3/25/13

(date of organization, formation or incorporation)

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

Villages Dental Associates, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: N/A

(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
MAR 19 PM 1:55
SECRETARY OF STATE
FLORIDA

Signed this 24 day of Jan 20 2024

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: John F. Whitt, Jr. Title: Manager

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

Signature: _____

Printed Name: John F. Whitt, Jr. Title: Sole Member

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) |

FILED
MAR 18 PM 1:55
JAN 31 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

John F. Whitt, Jr.

121 Griffin View Dr.

Lady Lake, FL 32159

(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.

John F. Whitt, Jr.

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)

FILED
MAR 19 PM 1:59
SECRETARY OF STATE
FLORIDA

FILED
MAR 19 PM 1:59
SECRETARY OF STATE
FLORIDA

Audit # _____

**ARTICLES OF ORGANIZATION
OF
VILLAGES DENTAL ASSOCIATES, LLC**

The undersigned for purposes of forming a limited liability company under the Florida Limited Liability Company Revised Act, Chapter 605, Florida Statutes hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be VILLAGES DENTAL ASSOCIATES, LLC ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company is 121 Griffin View Dr., Lady Lake, FL 32159.

ARTICLE III – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization.

ARTICLE IV – REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is John Fletcher White, Jr. the address of Company's registered office in Florida is 121 Griffin View Dr., Lady Lake, FL 32159.

ARTICLE V – ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and on such terms and conditions as shall be determined by all members.

William H. Cauthen, Esquire
Cauthen & Burns, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar # 0133488
Audit # _____

FILED
MAR 19 PM 1:00
TALLAHASSEE
FLORIDA
SECRETARY OF STATE
FILED
JAN 31 2017

Audit # _____

ARTICLE VI – MANAGEMENT

The Company shall be manager – managed by a manager in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The initial Manager is John Fletcher Whitt, Jr.

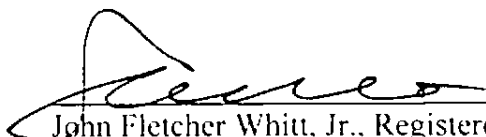
ARTICLE VII – LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 605.04074(2)(a) of the Florida Revised Limited Liability Company Act, a Member of the Company shall not be an agent of the Company solely by virtue of being a member, however, the Manager is an agent for the Company.

The undersigned affirms that the Company has at least one Member at the time these Articles become effective and the below Member is an authorized agent to sign the initial Articles of Organization.

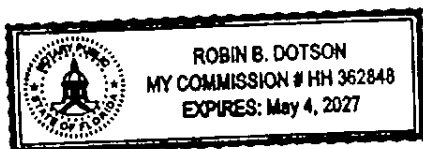
IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 24 day of January, 2024 in Lake County, Florida.


In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


John Fletcher Whitt, Jr., Registered Agent
and Member

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 24 day of Jan, 2024 by John Fletcher Whitt, Jr., who is ☒ personally known to me or ☐ who has produced _____ as identification, as Registered Agent and Member of Villages Dental Associates, LLC.



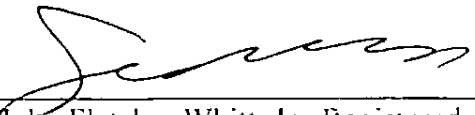

Print or Type Name: _____
Notary Public
My Commission Expires: _____

FILED
JAN 31 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
JAN 18 PM 1:15
STATE
FLORIDA

Audit # _____

ACCEPTANCE OF REGISTERED AGENT

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, FL Stat.



John Fletcher Whitt, Jr., Registered Agent

Dated: January 24, 2024

FILED
MAR 19 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
JAN 31 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA