

L99UUUU3264

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

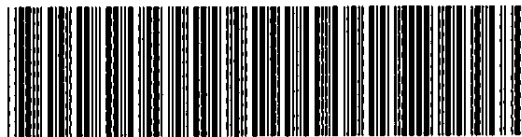
(Document Number)

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JUL 20 2011
EXAMINER



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07/19/11--01001--011 **25.00

RECEIVED
11 JUL 18 PM 4:44
CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
11 JUL 18 AM 8:04
SECRETARY OF STATE
DIVISION OF CORPORATIONS



CT Corporation

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctcorporation.com

July 18, 2011

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 18 AM 8:04

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8198600 SO
Customer Reference 1: 991500.0004.
Customer Reference 2: None Given

Attn: Buck K.

Dear Department of State, Florida:

Please obtain the following:

THE LASIK VISION INSTITUTE, LLC (DE)
Post Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Freddy Morales
Corporate Operations Mgr.
freddy.morales@wolterskluwer.com

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 18 AM 8:06

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

THE LASIK VISION INSTITUTE, LLC
Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

THE LASIK VISION INSTITUTE, LLC
Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a LIMITED LIABILITY COMPANY
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of DELAWARE
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: July 15, 2011

8. This conversion shall be effective in Florida on: _____, 2011.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

2000 PALM BEACH LAKES BLVD, SUITE 800

WEST PALM BEACH, FL 33409

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 2000 PALM BEACH LAKES BLVD, SUITE 800

WEST PALM BEACH, FL 33409

Mailing Address: SAME

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 15th day of July, 2011

Signature: 

Must be signed by a Member or Authorized Representative.

Printed Name: BEN L. COOK

Title: MANAGER

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$ 5.00 (Optional)

**PLAN OF CONVERSION
FOR
THE LASIK VISION INSTITUTE, LLC**

THE LASIK VISION INSTITUTE, LLC, a Florida limited liability company, hereby adopts the following plan of conversion, pursuant to Section 608.4403(1)(b), Florida Statutes ("Conversion"):

I. Name. The name of the Converting Limited Liability Company is THE LASIK VISION INSTITUTE, LLC (hereinafter referred to before the conversion as the "Converting Limited Liability Company"). The name of the surviving entity is THE LASIK VISION INSTITUTE, LLC (hereinafter being referred to after the conversion as the "Surviving Entity").

II. Jurisdiction of Converting Limited Liability Company. The jurisdiction of the law that governs the Converting Limited Liability Company is the State of Florida

III. Jurisdiction of Surviving Entity. The jurisdiction of the law that governs the Surviving Entity is the State of Delaware.

IV. Conversion. Subject always to the terms and conditions set forth herein, on and as of the Effective Date, as hereinafter set forth, the Converting Limited Liability Company shall continue its existence in the organizational form of the Surviving Entity.

IV. Conversion of Ownership Interests. Upon and as of the Conversion, the membership units issued in the Converting Limited Liability Company shall cease to be outstanding and each such membership unit shall be converted into membership units in the Surviving Entity. For each unit held by a Member in the Converting Limited Liability Company, such Member shall be issued one (1) membership unit in the Surviving Entity, such conversion ratio representing one (1) membership unit in the LLC for each membership unit owned on the date of Conversion. Promptly after the Conversion, the management of the Surviving Entity shall cause to be issued to the members of the Surviving Entity the membership interest and units in the Surviving Entity.

V. Effective Date of Conversion. The conversion contemplated herein is intended to be effective as of the filing of the Certificate of Conversion.

VI. Articles of Organization. Attached hereto as Exhibit "A" is the Delaware Certificate of Formation of The Lasik Vision Institute, LLC.

IN WITNESS WHEREOF, this Plan of Conversion has been adopted as of the 15th day of July, 2011.

THE LASIK VISION INSTITUTE, LLC

By: 

Name: Ben L. Cook

Title: Manager