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10 FEB 26 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Collins MAR 1 2010

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Emerald Coast Eye Institute, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Adam O. Kirwan
Name of Person

The Kirwan Law Firm
Firm/Company

301 North Yoncreek Avenue, Suite C
Address

Orlando, Florida 32803
City/State and Zip Code

AKirwan@Kirwanlawfirm.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kellie Gault at (407) 210-6622
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. EMERALD COAST EYE INSTITUTE, LLC
(Name of foreign limited liability company)

2. Delaware 3. 59-3348023
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. _____ 5. 2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1034 MAR WALT DRIVE, SUITE 200
FT. WALTON BEACH FL 32547
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Samuel E. Poppell, 1034 Mar Walt Drive, Suite 200, FT. Walton Beach FL 32547

Phil C. Alabata, DO, 1034 Mar Walt Drive, Suite 200, FT. Walton Beach FL 32547

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: All Lawful Business

All persons and entities are put on notice of the limitation on liabilities of a series as referenced in the Certificate of Formation on file with the Secretary of State for the State of Delaware and as set forth in 6 Del. C. 18-215

Samuel E. Poppell MD
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Samuel E Poppell

Typed or printed name of signee

FILED
10 FEB 26 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

EMERALD COAST EYE INSTITUTE, LLC

2. The name and the Florida street address of the registered agent and office are:

SAMUEL E POPPELL

(Name)

1034 MAR WALT DRIVE, SUITE 200

Florida street address (P.O. Box **NOT** ACCEPTABLE)

FT. WALTON BEACH FL 32547

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 608, F.S.

Samuel E. Poppell

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

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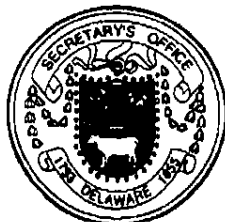
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMERALD COAST EYE INSTITUTE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JANUARY, A.D. 2010.

4782568 8300

100084723

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7787277

DATE: 01-29-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:01 PM 01/28/2010
FILED 04:58 PM 01/28/2010
SRV 100084723 - 4782568 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A FOREIGN CORPORATION TO A
LIMITED LIABILITY COMPANY
PURSUANT TO SECTION
18-214 OF THE LIMITED LIABILITY
COMPANY ACT**

FIRST: The jurisdiction where the Corporation is formed is Florida.

SECOND: The jurisdiction immediately prior to filing this Certificate is Florida.

THIRD: The date the Foreign Corporation was first formed is December 12, 1995.

FOURTH: The name of the Foreign Corporation immediately prior to filing this Certificate is EMERALD COAST EYE INSTITUTE, PA.

FIFTH: The name of the Limited Liability Company as set forth in the Certificate of Formation is EMERALD COAST EYE INSTITUTE, LLC.

SIGNED: Samuel E. Poppell, President

NAME: SAMUEL E POPPELL, President

Authorized Person

**State of Delaware
Limited Liability Company
Certificate of Formation**

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:01 PM 01/28/2010
FILED 04:58 PM 01/28/2010
SRV 100084723 - 4782568 FILE

This certificate of formation is being executed for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del.C 18-101, et seq.

FIRST: The name of the limited liability company is:

EMERALD COAST EYE INSTITUTE, LLC.

SECOND: The address of its registered office in the State of Delaware is 113 Barksdale Professional Center in the City of Newark, County of New Castle. Zip Code, 19711. The name of its Registered Agent at such address is Delaware Intercorp, Inc.

THIRD: The members agree to be bound by the signed Limited Liability Company Agreement(s) except as they may be contradicted by the Limited Liability Company Act of the State of Delaware.

FOURTH: No member or members of the limited liability company shall have the right to assign their interest in the limited liability company, whether voluntarily or involuntarily, without the unanimous written agreement of all of the members (the "Required Unanimous Vote"), unless otherwise provided in the limited liability company's operating agreement. If an assignment of a membership interest is not approved by the Required Unanimous Vote, the assignee (which includes, without limitation, the holder of a charging order) shall have no right to (i) become a member of the limited liability company, (ii) participate in the management of the limited liability company, or (iii) exercise any rights or powers of a member and/or manager. The assignee shall merely be entitled to receive the share of profits and other distributions to which the assignor was entitled, to the extent assigned. Any such assignee shall be allocated and report all items of income, gain, loss, deduction, credit or other tax allocation (a "Taxable Item") on such assignee's income tax returns each year to the same extent the assignor would have been allocated such Taxable Items and the assignee shall receive the federal and all relevant state Forms K-1 with respect to such allocations. Each Member (and any future assignee(s), including, without limitation, the holder of a charging order) is put on notice that (i) the Managers may make investment decisions that may produce significant income tax liability to the Members and assignees and that corresponding distributions with which to pay such income tax liability may not be made and (ii) that the terms of the operating agreement provide that (a) this is reasonable, and (b) does not constitute a breach of fiduciary duty by the Managers.

IN WITNESS WHEREOF, I, SAMUEL E POPPELL, President, being fully authorized to execute and file this document, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, do make this Certificate of Formation, acknowledging under the penalties of perjury in the third degree, hereby declaring and certifying that this instrument is my act and deed and the facts herein are true, pursuant to 6 Del.C 18-204 and accordingly have hereunto set my hand this 22nd day of October, 2009.

BY: Samuel E. Poppell, President
SAMUEL E POPPELL, President