

# MID000001052

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H10000051308 3)))



H100000513083ABCS

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6383

**L. SELLERS**

MAR - 8 2010

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**EXAMINER**

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

RECEIVED

10 MAR - 5 PM 2:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Foreign Limited Liability Company**  
**HPS, LLC d/b/a HPS Hospital Purchasing Service, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$125.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 MAR - 5 AM 11:11

**FILED**

*OK Per Branch  
this consent form*

**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. HPS, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")  
HPS Hospital Purchasing Service, LLC  
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")
2. Delaware 3. 61-1590801  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. February 17, 2009 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Not Applicable  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 3275 N. M. 37 Highway, Middleville, Michigan 49333

(Street Address of Principal Office)

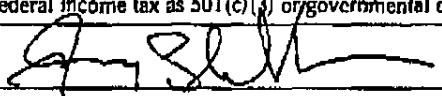
8. If limited liability company is a manager-managed company, check here ☒

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

See the attached list of Managers.

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: Serving as a group purchasing organization on behalf of its members and participants, which consist of healthcare organizations, schools, and other institutions that are exempt from federal income tax as 501(c)(3) or governmental entities.

  
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.)

Jerry Welsh, Manager

Typed or printed name of signer

**FILED**  
10 MAR -5 AM 11:11  
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:

HPS, LLC

If unavailable, the alternate to be used in the state of Florida is:

HPS Hospital Purchasing Service, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/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 608, Florida Statutes.*

C T Corporation System

By:

Connie Bryan  
(Signature)

**Connie Bryan**  
**Assistant Secretary**

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

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HPS, 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-FIFTH DAY OF FEBRUARY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4656082 8300

100205897

You may verify this certificate online  
at [corp.delaware.gov/authvax.shtml](http://corp.delaware.gov/authvax.shtml)



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7834756

DATE: 02-25-10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 MAR 15 AM 11:11

FILED

CONSENT OF MANAGERS

OF

HPS, LLC

February 15, 2010

The undersigned, being all the managers ("Managers") of HPS, LLC, a Delaware nonprofit limited liability company ("Company"), consent to the following actions in writing and without a meeting:


Adoption Of Assumed Name

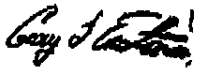
RESOLVED, that the Company may use the name "HPS Hospital Purchasing Service, LLC" as an assumed name to carry out its purposes and objects and carry on its business in any state in which it seeks to obtain foreign authorization where the name "HPS, LLC" is unavailable, and that any one of the Managers of the Company is authorized and directed to execute and file such instruments as are necessary or appropriate to accomplish the registration of the Company in such states.

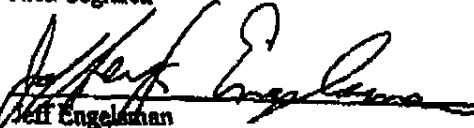
The undersigned Managers intend that upon proper execution of this Consent, the authorized actions shall be valid for all purposes to the same extent as if authorized at a duly noticed and held meeting of the Company's Managers.

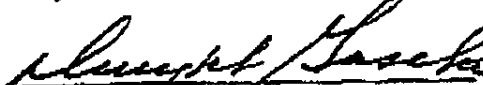
The undersigned Managers have executed this Consent of the Managers of HPS, LLC as of the date first above written.


  
Kevin Cawley

  
Nick Ceglarek

  
Gary Easton

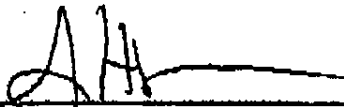
  
Jeff Engelman

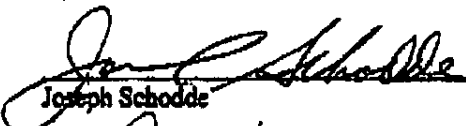
  
Dwight Gascho

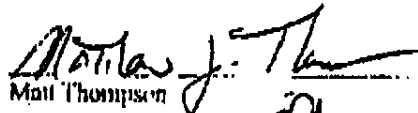
  
Gary Henriksen


  
Howard Hyde


  
Keith Miller

  
George Montgomery

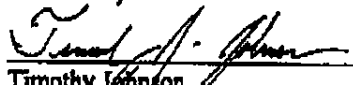
  
Joseph Schodde

  
Matt Thompson

  
Ronald Thompson

  
Jerry Welsh

  
Al Wiekjinski

  
Timothy Johnson

96201

**HPS, LLC**  
**List of Managers**

Kevin Cawley	301 N. Main St	Sheridan	MI	48884-0279
Nick Ceglarek	3886 Van Buren	Hudsonville	MI	49426
Gary Easton	1455 Suncrest Drive	Lapeer	MI	48446
Jeff Engelsman	3340 Hospital Road PO Box 6280	Saginaw	MI	48608
Dwight Gascho	170 N. Caseville Road	Pigeon	MI	48755
Gary Henriksen	6215 W. St. Joseph Highway	Lansing	MI	48917
Howard Hyde	321 N. Hemlock St. PO Box 917	Ewart	MI	49631
Keith Miller	1116 S. Van Dyke Road	Bad Axe	MI	48413
George Montgomery	500 Main St	Manistique	MI	49854-1599
Joseph Schodde	14700 Lake Shore Drive	Charlevoix	MI	49720-1999
Matt Thompson	406 E. Elm St. PO Box 879	Carson City	MI	48811
Ronald Thompson	1400 E. 9th Street	Rochester	IN	46975
Jerry Welsh	3275 N. M-37 Highway	Middleville	MI	49333
Al Wleklinski	1316 E. 7th St.	Auburn	IN	46706
Timothy Johnson	1500 South Main	Eaton Rapids	MI	48827