

M21000013596

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

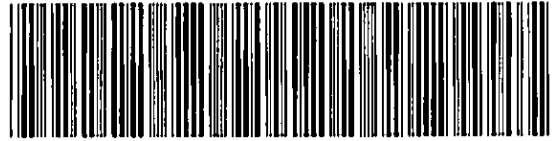
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W21-136085

Office Use Only



700373724337

2021 OCT 12 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ALLAHAMMAD

2021 OCT 12 AM 10:35

RECEIVED

OCT 14 2021
K. Brumbley

CT CORP
3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 10/12/2021
 Acc#I2016000072

W: C SW

Name:	Neighborcare Pharmacy Services, LLC
Document #:	
Order #:	13747051 - 126

Certified Copy of Arts & Amend:	<input type="checkbox"/>	<h1>1-2 Filing</h1>	
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>	Withdrawal first, then Registration	
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

CORRECTED
 Please Allow For
 Same File Date

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **155.00**

Thank you!

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. NeighborCare Pharmacy Services, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "L.C.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "L.C.")

2. Delaware 23-2963282
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4.
(Date first transacted business in Florida, if prior to registration)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 201 E. 4th Street, Suite 900 201 E. 4th Street, Suite 900
(Street Address of Principal Office) (Mailing Address)
Cincinnati, OH 45202 Cincinnati, OH 45202
c/o Cecilia Temple c/o Cecilia Temple

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

2021 OCT 12 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

Registered agent's acceptance:

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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: C T Corporation System /s/ Olga Hinkel
Olga Hinkel, VP & Asst. Sec. (Registered agent's signature)

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: <u>Omnicare, LLC</u>	<input type="checkbox"/> Manager	Name: _____
<input checked="" type="checkbox"/> Member	Address: <u>201 E. 4th Street, Suite 900</u>	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	<u>Cincinnati, OH 45202</u>	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. 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.

/s/ Cecilia Temple

 Signature of an authorized person

Cecilia Temple

 Typed or printed name of signer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEIGHBORCARE PHARMACY SERVICES, 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 FIFTEENTH DAY OF JUNE, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



2885624 8300

SR# 20212458964

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203454001

Date: 06-15-21

M21000013590

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

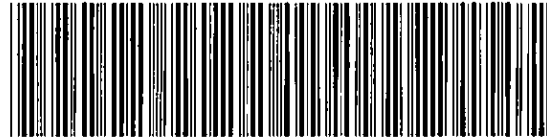
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



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10/12/21--01045--011 **180.05

APPROVED
AND
FILED
2021 OCT 12 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FL 32399

OCT 14 2021
K. Brumbley

SMITH HULSEY & BUSEY

R. CHRISTOPHER DIX
DIRECT 904.359.7730
CDIX@SMITHHULSEY.COM

October 8, 2021

Sean Toner
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Conversion of Hillcour Holding Corporation
Document No. F13000005303

Dear Mr. Toner:

Enclosed are the following documents to convert Hillcour Holding Corporation, a Delaware corporation authorized to transact business in Florida (Document No. F13000005303), into Hillcour Holding LLC, a Delaware LLC authorized to transact business in Florida:

1. Application by a Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida;
2. Application by a Foreign LLC for Authorization to Transact Business in Florida;
3. Certificate of Good Standing in Delaware; and
4. Documents evidencing conversion in Delaware

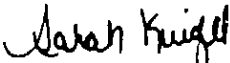
The company was converted from a corporation to a limited liability company in Delaware on July 22, 2021. The Articles of Conversion shall be effective in Florida as of July 22, 2021.

Please do not reject this application due to substantial similarity between the names of the two companies, which are one in the same.

Sean Toner
Page 2

Also enclosed is a check in the amount of \$160.00 for the two application filing fees. Please call me at 904-359-7782 if you have any questions regarding this filing.

Sincerely,


Sarah Knight, CP
Paralegal to R. Christopher Dix

/sk

Enclosures: Application for Withdrawal
Application to Transact Business
Certificate of Good Standing
Check No. 94677

c: Phil Blank (via email, w/ attachments)
01117838.DOCX

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Hillcour Holding LLC
(Name of Foreign Limited Liability Company, must include "Limited Liability Company," "L.L.C.," or "LLC.")

If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC."

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

4. 12/10/13 (under No. F13000005303); The corporation converted to this LLC in Delaware 07/22/21
(Date first transacted business in Florida, if prior to registration)
(See sections 605.0901 & 605.0905, F.S. to determine penalty liability)

5. One Urban Centre - Suite 100 (Street Address of Principal Office)
6. Same (Mailing Address)
4830 West Kennedy Boulevard
Tampa, FL 33609

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

2021 OCT 12 PM 2:07
SECRETARY OF STATE
FILED
APPROVED AND FILED

Registered agent's acceptance:
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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Denise Bell
(Registered agent's signature)

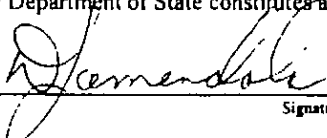
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: <u>Damien Lamendola</u>	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: <u>One Urban Centre - Suite 100</u>	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	<u>Tampa, FL 33609</u>	<input type="checkbox"/> Authorized Person	_____
<input checked="" type="checkbox"/> Other ^{CP}	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	_____	<input type="checkbox"/> Authorized Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	_____	<input type="checkbox"/> Authorized Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. 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.



 Signature of an authorized person
 Damien Lamendola

 Typed or printed name of signee

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HILLCOUR HOLDING 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 THIRTIETH DAY OF SEPTEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HILLCOUR HOLDING LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3573079 8300

SR# 20213389794

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204293361

Date: 09-30-21

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "HILLCOUR HOLDING CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "HILLCOUR HOLDING CORPORATION" TO "HILLCOUR HOLDING LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 2021, AT 2:29 O' CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3573079 8100V
SR# 20212777046

Authentication: 203744669
Date: 07-22-21

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

CERTIFICATE OF CONVERSION

CONVERTING

HILLCOUR HOLDING CORPORATION
(a Delaware corporation)

TO

HILLCOUR HOLDING LLC
(a Delaware limited liability company)

This Certificate of Conversion is being filed for the purpose of converting Hillcour Holding Corporation, a Delaware corporation (the "Converting Entity"), to a Delaware limited liability company to be named Hillcour Holding LLC (the "Company") pursuant to Section 18-214 of the Delaware Limited Liability Company Act (the "Delaware LLC Act") and Section 266 of the Delaware General Corporation Law (the "DGCL"). The Converting Entity hereby certifies that:

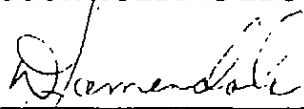
1. Name and Type of Converting Entity. The name of the Converting Entity immediately prior to the filing of this Certificate of Conversion was "Hillcour Holding Corporation". The Converting Entity was a Delaware corporation immediately prior to the filing of this Certificate of Conversion.

2. Date and Jurisdiction of Organization of Converting Entity. The Converting Entity was first incorporated in the State of Delaware and filed its original certificate of incorporation on September 25, 2002.

3. Name of the Company. The name of the Delaware limited liability company to which the Converting Entity is being converted and the name set forth in the Certificate of Formation of the Company being filed in accordance with Section 18-214(b) of the Delaware LLC Act is "Hillcour Holding LLC".

IN WITNESS WHEREOF, the Converting Entity has caused this Certificate of Conversion to be duly executed in accordance with the DGCL.

HILLCOUR HOLDING LLC

By: 
Name: Damien Lamendola
Title: Authorized Person

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF 'HILLCOUR HOLDING LLC' FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 2021, AT 2:29 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3573079 8100V
SR# 20212777046

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

Authentication: 203744669
Date: 07-22-21

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:29 PM 07/22/2021
FILED 02:29 PM 07/22/2021
SR 2021277046 - File Number 3573079

CERTIFICATE OF FORMATION

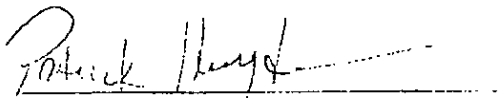
OF

HILLCOUR HOLDING LLC

This Certificate of Formation is being filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act (the "Act") for the purpose of forming a Delaware limited liability company. The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the Company is Hillcour Holding LLC (the "Company").
2. Registered Office and Agent. The address of the registered office of the Company in the State of Delaware is 1201 North Market Street, 18th Floor, P.O. Box 1347, Wilmington, New Castle County, Delaware 19801. The registered agent of the Company for service of process at such address is Delaware Corporation Organizers, Inc.

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has duly executed this Certificate of Formation in accordance with the Act.



Name: Patrick Hayden
Title: Authorized Person