

No 9000008282

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2010

DAVID W. SOUTHWELL CPA, PLLC
16191 NW 57TH AVE.
MIAMI, FL 33014

SUBJECT: TRAUMATIC BRAIN INJURY CENTERS, LLC
Ref. Number: W10000007832

We have received your document for TRAUMATIC BRAIN INJURY CENTERS, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes prohibit a Florida non-profit corporation from converting into a Florida limited liability company, profit corporation, partnership, limited liability partnership, limited partnership or limited liability limited partnership. A Florida non-profit corporation may be a party to a merger involving one or more of these types of business entities; however, the Florida non-profit corporation must be the surviving entity.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 510A00003871

Not 000008282
Amendment Section
DIS LTR

Dr. David J. Price
2065 NW 15th Place
Delray Beach, FL 33445

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

February 19th, 2010

Gentlemen:

RE: Traumatic Brain Injury Centers

On August 21, 2009, we formed Traumatic Brain Injury Centers, Inc. as a non-profit corporation. The corporation was issued with the number N09000008282. We wish to dissolve this entity and to form a new entity which shall be named Traumatic Brain Injury Centers, LLC and which will be a for-profit entity.

I am writing to you in my capacity as the Incorporator of Traumatic Brain Injury Centers, Inc., which is to be dissolved, and as the Organizer of Traumatic Brain Injury Centers, LLC.

As the Incorporator of Traumatic Brain Injury Centers, Inc, which is to be dissolved by the enclosed forms, it is my intention that the name "Traumatic Brain Injury Centers" be immediately made available for the formation of Traumatic Brain Injury Centers, LLC only and accordingly state that as Incorporator, I relinquish all right and title to that name to Traumatic Brain Injury Centers to the LLC for which Articles of Organization are enclosed and will not any attempt to claim that name through any other means or procedure.

We have enclosed the following:

1. Articles of Dissolution for Traumatic Brain Injury Centers, Inc.
2. Articles of Organization for Traumatic Brain Injury Centers, LLC
3. Letter dated February 16, 2010 from the Florida Department of State indicating that the amount of \$185 which is being held by your Department pending resolution of this matter. The total fees for the above filings total \$160.00. Please refund the balance.

Very truly yours

Dr. David J. Price.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Traumatic Brain Injury Centers, Inc

DOCUMENT NUMBER: N09000008282

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David W. Southwell CPA

(Name of Contact Person)

David W. Southwell CPA, PLLC

(Firm/Company)

16191 NW 57th Avenue

(Address)

Miami, Florida 33014

(City/State and Zip Code)

For further information concerning this matter, please call:

David W. Southwell

(Name of Contact Person)

at (305) 621-0220

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed) |
|---|--|---|---|

MAILING ADDRESS:

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

STREET ADDRESS:

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

ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Traumatic Brain Injury Centers, Inc.

SECOND: The document number of the corporation (if known): N09000008282

THIRD: The file date of the articles of incorporation: 08/21/2009

FOURTH: The corporation has not commenced to conduct its affairs.

FIFTH: No debts of the corporation remains unpaid.

SIXTH: Adoption of Dissolution **(CHECK ONE)**
(Note: Cannot be authorized by an incorporator if the corporation has directors)

☐ The dissolution was authorized by a majority of the directors:
OR

☒ The dissolution was authorized by an incorporator.

☐ The dissolution was authorized by a majority of the incorporators.



Signature: _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Dr. D.J. Price

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

Filing Fee: \$35

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TALLAHASSEE, FLORIDA