

P04000026601

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

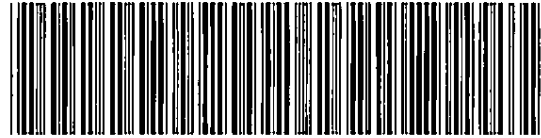
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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Conversion

FILED

2023 OCT 20 AM 10:20

RECEIVED

2023 OCT 20 AM 11:23

DIRECTOR'S OFFICE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

A. RAMSEY  
OCT 23 2023

FILE 1ST

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 081498 7143909

AUTHORIZATION

COST LIMIT : \$ 35.00



ORDER DATE : October 19, 2023

ORDER TIME : 10:45 AM

ORDER NO. : 081498-010

CUSTOMER NO: 7143909

DOMESTIC AMENDMENT FILING

NAME: FMS PURCHASING & SERVICES,  
INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FMS Purchasing & Services, Inc.

Name of Florida Profit Corporation

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an a business entity formed under the laws of another jurisdiction in accordance with s. 607.11933, F.S.

Please return all correspondence concerning this matter to:

Lisa Ellis

Contact Person

Roper Technologies, Inc.

Firm/Company

6496 University Parkway

Address

Sarasota, FL 34240

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lisa Ellis

at ( 941 ) 556-2679

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee  
and Certificate of  
Status

☐ \$43.75 Filing Fee  
and Certified Copy

☐ \$52.50 Filing Fee,  
Certified Copy, and  
Certificate of Status

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

FILED

2023 OCT 20 AM 10:20

CLERK OF DISTRICT COURT  
JANUARY 1, 2024

Articles of Conversion  
For  
Florida Profit Corporation  
Into a  
Non-Florida Business Entity

The Articles of Conversion are submitted to convert the following **Florida Profit Corporation** into an a business entity formed under the laws of another jurisdiction in accordance with s. 607.11933, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the (converted) resulting business entity is:  
**FMS Purchasing & Services, Inc.**

Enter Name of Florida Profit Corporation

2. The name of the resulting business entity is:  
**Atlantic Health Partners Associates, Inc.**

Enter Name of (Converted) Resulting Business Entity

3. The (converted) resulting entity is a corporation  
(Enter entity type. Example: limited liability company, 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 Profit Corporation has converted into another business entity in compliance with Chapter 607, F.S.

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

Pursuant to s. 607.11933(4)(6) F.S. The conversion becomes effective at the later of:

1. The date and time provided by the organic law of the (converted) resulting entity; or
2. When the articles of conversion take effect.

Signed this 20 day of October, 2023.

Signature: 

(Must be signed by a Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: John K. Stipancich Title: VP & Secretary

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)

## **PLAN OF CONVERSION**

This **PLAN OF CONVERSION** (this "**Plan**") is adopted as of October 20, 2023, by FMS Purchasing & Services, Inc., a Florida corporation (the "**Converting Corporation**"), in order to set forth the terms, conditions and procedures governing the conversion of the Converting Corporation into a foreign corporation to be known as Atlantic Health Partners Associates, Inc., a Delaware corporation (the "**Resulting Corporation**") pursuant to Section 265 of the General Corporation Law of the State of Delaware, as amended (the "**DGCL**"), and Section 607.1112 of the Florida Business Corporation Act, as amended (the "**FBCA**").

**WHEREAS**, the Converting Corporation is a corporation organized and existing under the laws of the State of Florida;

**WHEREAS**, the sole shareholder and board of directors of the Converting Corporation have deemed it advisable and in the best interests of the Converting Corporation that it be converted into a Delaware corporation to better facilitate the business objectives of the Converting Corporation;

**WHEREAS**, the Converting Corporation desires to adopt this Plan to facilitate and document the conversion of the Converting Corporation into the Resulting Corporation; and

**WHEREAS**, the form, terms, and provisions of this Plan have been authorized, approved, and adopted by the sole shareholder and the board of directors.

**NOW, THEREFORE**, in consideration of the foregoing, the Converting Corporation hereby adopts the following Plan:

1. **Name and Form Prior to Conversion.** The name of the Converting Corporation is FMS Purchasing & Services, Inc., a Florida corporation.

2. **Name and Form After Conversion.** The name of the Resulting Corporation as of the Effective Time (as defined below) shall be Atlantic Health Partners Associates, Inc., a Delaware corporation.

3. **Florida Filing.** The Converting Corporation shall file with the Florida Department of State Division of Corporations its Certificate of Conversion pursuant to Section 607.1113 of the FBCA, substantially in the form attached hereto as ***Exhibit A*** (the "**Florida Certificate of Conversion**").

4. **Delaware Filings.** The Converting Corporation shall file with the Secretary of State of the State of Delaware its Certificate of Conversion (the "**Delaware Certificate of Conversion**") and its Certificate of Incorporation (the "**Delaware Certificate of Incorporation**") pursuant to Sections 103 and 265 of the DGCL, substantially in the forms attached hereto as ***Exhibit B*** and ***C*** respectively.

5. **Amended & Restated Bylaws.** Following the Conversion, upon the Effective Time, the Amended & Restated Bylaws substantially in the form attached hereto as ***Exhibit D*** will be the bylaws of the Resulting Corporation.

6. Effective Time. The conversion shall become effective October 20, 2023 following the filing of the Florida Certificate of Conversion, the Delaware Certificate of Conversion and the Delaware Certificate of Incorporation (the "Effective Time").

7. Manner of Conversion. At the Effective Time, the Converting Corporation shall be converted from a Florida corporation to a Delaware corporation pursuant to Section 265 of the DGCL and Section 607.1112 of the FBCA (the "Conversion") and the Resulting Corporation, as a Delaware corporation, shall thereafter be subject to all of the provisions of the DGCL, except that notwithstanding Section 106 of the DGCL, the existence of the Resulting Corporation shall be deemed to have commenced on the date the Corporation commenced its existence in the State of Florida. Following the Conversion, the Converting Corporation shall cease to exist as a Florida corporation governed by the FBCA and shall exist as a Delaware corporation governed by DGCL.

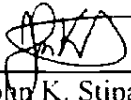
8. Effect of Conversion. Upon the Effective Time, by virtue of the Conversion and without any further action on the part of the Corporation or its shareholder, the Resulting Corporation shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the Corporation existing immediately prior to the Effective Time. Without limiting the generality of the foregoing, as of the Effective Time, all of the properties, rights, privileges, powers and franchises of the Converting Corporation shall vest in the Resulting Corporation, and all debts, liabilities and duties of the Converting Corporation shall become the debts, liabilities and duties of the Resulting Corporation.

9. Conversion of Corporation's Stock. As of the Effective Time, by virtue of the Conversion and without any further action on the part of the Corporation or its stockholders, all shares of stock in the Converting Corporation shall, by virtue of the Conversion and without any action on the part of the Converting Corporation or the sole shareholder, be converted into shares in the Resulting Corporation.

10. Effect of Conversion on Directors and Officers. As of the Effective Time, by virtue of the Conversion and without any further action on the part of the Corporation or its stockholders, the members of the board of directors and the officers of the Converting Corporation holding their respective offices existing immediately prior to the Effective Time shall continue in their respective offices as members of the board of directors and officers of the Resulting Corporation.

**IN WITNESS WHEREOF**, this Plan of Conversion is adopted by the Converting Corporation as of the date first above written.

**FMS PURCHASING & SERVICES, INC.**

By:   
Name: John K. Stipancich  
Title: Vice President & Secretary