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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

Conversion
(10) 1-26-15



January 23, 2015

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9416697 SO
Customer Reference 1: n/a
Customer Reference 2: n/a

Dear Department of State, Florida :

Please obtain the following:

Infinity Behavioral Health Services, Inc. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist

**STATE OF FLORIDA
ARTICLES OF CONVERSION
FROM INFINITY BEHAVIORAL HEALTH SERVICES, INC.,
A FLORIDA CORPORATION
TO INFINITY BEHAVIORAL HEALTH SERVICES, LLC,
A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO
SECTION 607.1112 OF THE FLORIDA BUSINESS CORPORATION ACT AND
SECTION 18-214 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT**


FILED
2015 JAN 23 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1) Infinity Behavioral Health Services, Inc. was a corporation first formed in Florida on February 7, 2011.
- 2) Pursuant to Section 607.1112 of the Florida Business Corporation Act and Section 18-214 of the Delaware Limited Liability Company Act, Infinity Behavioral Health Services, Inc. has been converted from a Florida corporation to a Delaware limited liability company, effective as of January 20, 2015, under the terms and conditions of a Plan of Conversion ("Plan of Conversion") adopted by the unanimous written consent of the Board of Directors and Shareholders of the Company, and attached as Exhibit A hereto.
- 3) The name and type of business entity prior to the conversion was Infinity Behavioral Health Services, Inc., a Florida corporation.
- 4) The name and type of business entity after the conversion is Infinity Behavioral Health Services, LLC, a Delaware limited liability company.
- 5) The written consent of each shareholder of the converted corporation was obtained prior to the conversion pursuant to Section 607.1112 of the Florida Business Corporation Act, and each shareholder will become a member of the converted limited liability company.
- 6) This conversion was effective upon the acceptance of a certificate of conversion and certificate of formation by the Delaware Secretary of State on January 20, 2015.
- 7) The principal office of the converted limited liability company is 2901 Stirling Road, Suite 300, Fort Lauderdale, Florida 33312.
- 8) Infinity Behavioral Health Services, LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301-607.1333 of the Florida Business Corporation Act. Because the shareholder approval of the conversion was unanimous, there should be no shareholders of the corporation prior to the conversion who have appraisal rights.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 20th day of January, 2015.

Infinity Behavioral Health Services, LLC, a Delaware limited liability company (fka Infinity Behavioral Health Services, Inc., a Florida corporation)

By: 

Dominic Sirianni, Authorized Person

EXHIBIT A
PLAN OF CONVERSION

**PLAN OF CONVERSION
OF
INFINITY BEHAVIORAL HEALTH SERVICES, INC.,
A FLORIDA CORPORATION
INTO
INFINITY BEHAVIORAL HEALTH SERVICES, LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

Pursuant to Section 607.1112 of the Florida Statutes and Section 18-214 of the Delaware Limited Liability Company Act, this Plan of Conversion (this "Plan"), dated as of January 20, 2015, 2014, sets forth the terms and conditions of the conversion of Infinity Behavioral Health Services, Inc., a Florida corporation (the "Corporation") into Infinity Behavioral Health Services, LLC, a Delaware limited liability company.

A. The Corporation is a Florida corporation formed on February 7, 2011.

B. The Corporation's board of directors and sole shareholder intend that the Corporation convert into a Delaware limited liability company pursuant to Section 607.1112 of the Florida Statutes and Section 18-214 of the Delaware Limited Liability Company Act and the terms and conditions set forth herein.

1. Place of Organization; Name. The Corporation was organized under the laws of the State of Florida. Prior to the conversion, the corporation's name is Infinity Behavioral Health Services, Inc. Upon conversion to a Delaware limited liability company, the name of the limited liability company shall be INFINITY BEHAVIORAL HEALTH SERVICES, LLC, a Delaware limited liability company. Its principal place of business shall be located at 2901 Stirling Road, Suite 300, Fort Lauderdale, Florida 33312.

2. Terms and Conditions. By the affirmative approval of this Plan by the unanimous written consent of the directors and shareholders of the Corporation, pursuant to Section 607.1103 of the Florida Statutes, the Corporation shall convert into a Delaware limited liability company immediately upon the filing of the "Certificate of Conversion" and "Certificate of Formation" with the Delaware Secretary of State (the "Certificates"), a copy of which is attached hereto as Exhibits A-1 and A-2 and incorporated by this reference herein, and the adoption of the Operating Agreement for Infinity Behavioral Health Services, LLC (the "Operating Agreement"), a copy of which is attached hereto substantially in form as Exhibit B and incorporated by this reference herein.

3. Conversion of Shares. Upon the Effective Date (as defined below), all of the outstanding shares of the Corporation owned by the sole shareholder of the Corporation will be converted, without further action, into a percentage membership interest in Infinity Behavioral Health Services, LLC that is equal in value, percentage, voting rights, and all other respects to the shares owned by the sole shareholder prior to the Effective Date. The interests of the sole shareholder of the Corporation in Infinity Behavioral Health Services, LLC upon the Effective Date shall be as set forth in the Operating Agreement. The sole shareholder shall, upon request by the Corporation or Infinity Behavioral Health Services, LLC, deliver such assignments, certificates and other documents as may be necessary in order to effect the aforementioned conversion of his, her or its ownership interests.

4. Effective Date. The conversion shall be effective on the date that the Certificates are accepted for filing by the Delaware Secretary of State (the "Effective Date").

5. Governing Documents. After the conversion, Infinity Behavioral Health Services, LLC and the member thereof shall be governed by the Certificates and the Operating Agreement.

6. Further Actions. The officers and directors of the Corporation be, and they hereby are, authorized and directed (i) to file the Certificates with the Delaware Secretary of State as required by Section 18-214 of the Delaware Limited Liability Company Act, (ii) to file a Certificate of Conversion with the Department of State of the State of Florida pursuant to Section 607.1113 of the Florida Statutes, and (iii) to make such filings and applications, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to fulfill such legal requirements as are applicable to the Corporation or its business or to complete the conversion of the Corporation into a limited liability company.

7. Approval of Plan. The principal terms of this Plan have been adopted and approved by unanimous written consent of the directors and sole shareholder of the Corporation pursuant to Section 607.1103 of the Florida Statutes.