

P12000010344

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

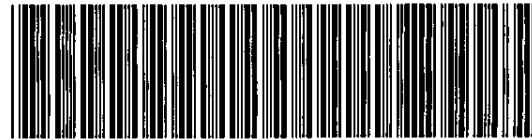
(Document Number)

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01/31/12--01003--002 **78.75

12/30/11--01022--007 **43.75

FILED
12 JAN 30 AM 10 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

JAN 31 2012

EXAMINER

EFFECTIVE DATE 2/01/12



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 4, 2012

DARREN WALLACE
WALLACE FAMILY PRACTICE, P.A.
11825 GRAND ISLES LANE
FORT MYERS, FL 33913

SUBJECT: BLOY-WALLACE WEIGHTLOSS CENTER, LLC
Ref. Number: L09000036577

FILED
12 JAN 30 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BLOY-WALLACE WEIGHTLOSS CENTER, LLC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

The name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC." Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 012A00000112

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wallace Weightloss Centers, Inc.
Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Darren M. Wallace
Contact Person

Wallace Family Investment Group LLC
Firm/Company

11825 Grand Isles Lane
Address

Fort Myers, FL 33913
City, State and Zip Code

Wallacefamilypractice@comcast.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Darren Wallace at (856) 495-7961
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|---|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status | <input type="checkbox"/> \$113.75 Filing Fees and Certified Copy | <input checked="" type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status |
|---|---|--|---|

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
12 JAN 30 AM 10 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Blay-Wallace Weightloss Center, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LLC LO9000036577
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 5/1/2009
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Wallace Weightloss Centers, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 2/1/12

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

RECEIVED DATE 2/6/12

12 JAN 30 AM 10:30

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 25th day of January, 20 12.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: TB Wallace

Printed Name: Tasha B. Wallace Title: Director (MGM)

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: TB Wallace

Printed Name: Tasha B. Wallace Title: Medical Director

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

FILED
12 JAN 30 AM 10 30
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Wallace Weightless Centers, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

3400 Lee Blvd Suite 109
Lenexa Acres, FL 33971

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

ARTICLE IV SHARES

The number of shares of stock is: 100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: <u>Tasha Wallace President</u>	Name and Title: _____
Address: <u>3400 Lee Blvd Suite 109</u>	Address: _____
<u>Lenexa Acres, FL 33971</u>	_____
_____	_____
Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____
_____	_____
Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____
_____	_____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Darren Wallace
Address: 11825 Grand Isles Lane
Fort Myers, FL 33913

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Darren Wallace
Address: 11825 Grand Isles Lane
Fort Myers, FL 33913

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Darren M. Wallace

Required Signature/Registered Agent

1/25/12

Date

I submit this document and affirm that the facts stated herein are true. 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.

Darren M. Wallace

Required Signature/Incorporator

1/25/12

Date

FILED
12 JAN 30 AM 10 30
CLERK OF STATE
TALLAHASSEE, FLORIDA