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☐ PICK-UP

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(Business Entity Name)

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2014 FEB 26 PM 3:43

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 26 PM 12:59

1214-12458

2-26-14

Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686  
City/State/Zip Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Better Health, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☒ Other Conversion

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 26, 2014

HOLLAND & KNIGHT  
WALK - IN

SUBJECT: BETTER HEALTH, LLC  
Ref. Number: W14000012455

We have received your document for BETTER HEALTH, LLC and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filings its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return the corrected original and one copy of 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) 245-6052.

Sylvia Gilbert  
Regulatory Specialist II  
New Filing Section

Letter Number: 514A00004252

CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
**FLORIDA PROFIT CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 28 PM 12:52


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 BETTER HEALTH, LLC. *LD6-50733*
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on May 16, 2006.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation** is BETTER HEALTH, INC.
5. This Certificate of Conversion shall be effective as of the date of filing.

Signed this 24<sup>th</sup> day of February, 2014.


**Required Signatures for Florida Profit Corporation**

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

By:   
Lourdes T. Rivas, President & CEO

**Required Signature(s) on behalf of Other Business Entity:**

Signature of a Member or Authorized Representative:

By:   
Lourdes T. Rivas, Executive Officer  
Authorized Representative

**ARTICLES OF INCORPORATION  
OF  
BETTER HEALTH, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 26 PM 12:52

In compliance with Chapter 607 and/or Chapter 621, Florida Statutes, the undersigned, acting as incorporator of BETTER HEALTH, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is BETTER HEALTH, INC. (the "Corporation").

ARTICLE II. ADDRESS

The principal and mailing address of the Corporation is 1701 Ponce de Leon Boulevard, Suite 300, Coral Gables, FL 33134.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE VI. DIRECTORS/OFFICERS

The names and addresses of the initial Directors and Officers of the Corporation are:

Director: Peter Jimenez:  
1701 Ponce de Leon Boulevard, Suite 300  
Coral Gables, FL 33134

Director: Barbara R. Cowley, M.D.  
1701 Ponce de Leon Boulevard, Suite 300  
Coral Gables, FL 33134

Director/Treasurer: Marcio Cabrera  
1701 Ponce de Leon Boulevard, Suite 300  
Coral Gables, FL 33134

President & CEO: Lourdes T. Rivas  
1701 Ponce de Leon Boulevard, Suite 300  
Coral Gables, FL 33134

Vice-President/Secretary: Jorge L. Rico:  
1701 Ponce de Leon Boulevard, Suite 300  
Coral Gables, FL 33134

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11380 Prosperity Farms Rd, #221E, Palm Beach Gardens, FL 33410 and the name of the Corporation's initial registered agent at that address is Corporate Creations Network Inc.

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Lourdes T. Rivas, 1701 Ponce de Leon Boulevard, Suite 300, Coral Gables, FL 33134.

#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 24<sup>th</sup> day of February, 2014.



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Lourdes T. Rivas,  
Sole Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BETTER HEALTH, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410, has named Corporate Creations Network Inc. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 24<sup>th</sup> day of February, 2014.

Corporate Creations Network Inc.

By: 

\_\_\_\_\_  
Jim Perkins, Vice President

**WRITTEN CONSENT OF THE MEMBERS  
OF  
BETTER HEALTH, LLC**

The undersigned, constituting all the members (the "Members") of BETTER HEALTH, LLC, a Florida limited liability company (the "Company"), hereby consent to the following resolutions:

WHEREAS, the Articles of Organization of the Company were filed with the Florida Secretary of State on May 16, 2006 and the Members believe it is in the best interest of the Company to convert the Company into a Florida profit corporation to be called Better Health, Inc. (the "Corporation").

WHEREAS, the Members desire to adopt and implement a Plan of Conversion (the "Plan").

NOW THEREFORE, BE IT

RESOLVED, that the Company is hereby authorized to convert into a Florida profit corporation, Better Health, Inc.

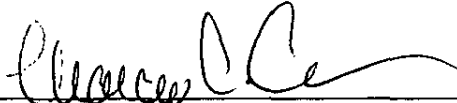
FURTHER RESOLVED, that Lourdes T. Rivas, in her capacity as President and Chief Executive Officer, be, and hereby is, authorized to execute the Certificate of Conversion and Articles of Incorporation on behalf of the Company and the Corporation, to authorize the filing of each with the Florida Secretary of State, and to pay all fees and expenses necessary in connection with such filings.

FURTHER RESOLVED, that the Plan, attached hereto and marked as Exhibit "A" is hereby approved and authorized in all aspects.

NOW THEREFORE, the undersigned have executed this consent on this 24<sup>th</sup> day of February, 2014.

MEMBERS:

Simply Healthcare Holdings, Inc.

By: 

Name: Marcio Cabrera

Title: President

  
Barbara R. Cowley, M.D., P.A.



**Exhibit "A"**

**PLAN OF CONVERSION**

THIS PLAN OF CONVERSION (this "Plan") of BETTER HEALTH, LLC, a Florida Limited Liability Company (the "Company"), sets forth the following terms and conditions pursuant to which the Company shall be converted into a Florida corporation:

- (1) The name of the Company is BETTER HEALTH, LLC.
- (2) The name and jurisdiction of the "other business entity" to which the Company is to be converted is BETTER HEALTH, INC., a Florida corporation (the "Corporation").
- (3) Lourdes T. Rivas, in her capacity as President and Chief Executive Officer of the Company, is authorized to proceed promptly to take any and all actions to convert the Company into a Corporation.
- (4) That any previously issued membership certificates are hereby cancelled.
- (5) That Lourdes T. Rivas, in her capacity as President, and Jorge L. Rico, in his capacity Secretary of the Corporation be, and hereby are, authorized to issue the following stock certificates for the authorized common stock of the Corporation for consideration having a value not less than the par value of the shares issued thereof as follows:

<u>Certificate No.</u>	<u>Name</u>	<u>Shares</u>
3	Simply Healthcare Holdings, Inc.	490
4	Barbara R. Cowley, M.D., P.A.	510

**2014 FLORIDA LIMITED LIABILITY COMPANY ANNUAL REPORT**

DOCUMENT# L06000050733

Entity Name: BETTER HEALTH, LLC

Current Principal Place of Business:

1701 PONCE DE LEON BLVD.  
SUITE 300  
CORAL GABLES, FL 33134

Current Mailing Address:

1701 PONCE DE LEON BLVD  
SUITE 300  
CORAL GABLES, FL 33134

FEI Number: 20-4889378

Certificate of Status Desired: No

Name and Address of Current Registered Agent:

CORPORATE CREATIONS NETWORK INC  
11380 PROSPERITY FARMS  
ROAD # 221E  
PALM BEACH GARDENS, FL 33410 US*The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.*

SIGNATURE: \_\_\_\_\_

Electronic Signature of Registered Agent

Date

**Authorized Person(s) Detail :**

Title D  
Name JIMENEZ, PETER  
Address 1701 PONCE DE LEON BLVD, SUITE 300  
City-State-Zip: CORAL GABLES FL 33134

Title D, TREASURER  
Name CABRERA, MARCIO  
Address 1701 PONCE DE LEON BLVD SUITE 300  
City-State-Zip: CORAL GABLES FL 33134

Title VP, SECRETARY  
Name RICO, JORGE L  
Address 121 ALHAMBRA PLAZA SUITE 1100  
City-State-Zip: CORAL GABLES FL 33134

Title D  
Name COWLEY, BARBARA MD  
Address 1701 PONCE DE LEON BLVD SUITE 300  
City-State-Zip: CORAL GABLES FL 33134

Title PRESIDENT  
Name RIVAS, LOURDES  
Address 1701 PONCE DE LEON BLVD SUITE 300  
City-State-Zip: CORAL GABLES FL 33134

*I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 605, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.*

SIGNATURE: BARBARA COWLEY, MD

DIRECTOR

02/26/2014

Electronic Signature of Signing Authorized Person(s) Detail

Date

COPY