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(Requestor's Name)

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(City/State/Zip/Phone #)

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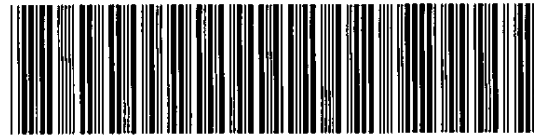
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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W15-043914

07/13/15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2015

KATHY M. HENNESSEY
50 N. LAURA STREET
SUITE 2600
JACKSONVILLE, FL 32202

RECEIVED JUL 13 2015

SUBJECT: PHYSICIANS TRUST, INC.
Ref. Number: W15000043914

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

The document must be signed by a chairman, vice chairman, director, officer, or an incorporator, if directors or officers have not been selected.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

✓ 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.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 515A00013432

*Bank of America Tower
50 North Laura Street, Suite 2600
Jacksonville, Florida 32202
Main: 904 598-6100
Fax: 904 598- 6300
www.sgrlaw.com*

SMITH, GAMBRELL & RUSSELL, LLP
Attorneys at Law

*Kathy M. Hennessey
Direct Tel: 904-598-6134
Direct Fax: 904-598-6234
khennessey@sgrlaw.com*

June 15, 2015

Florida Department of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Conversion—Physicians Trust, LLC

Ladies and Gentlemen:

On behalf of our client, Physicians Trust, LLC, enclosed for filing with the Florida Department of State are Articles of Conversion converting the above-referenced entity into Physicians Trust, Inc., the Articles of Incorporation for Physicians Trust, Inc., and our firm's check in the amount of \$113.75 to handle the filing fee and certified copy fee. Once filed, please forward the certified copy to me at the following address:

Kathy M. Hennessey
Paralegal
Smith, Gambrell & Russell, LLP
50 N. Laura Street, Suite 2600
Jacksonville, Florida 32202

Please do not hesitate to call if you have any questions. Thank you.

Sincerely,



Kathy M. Hennessey
Paralegal

Enclosures

cc: Thomas E. Gibbs, Esq.



*Bank of America Tower
50 North Laura Street, Suite 2600
Jacksonville, Florida 32202
Main: 904 598-6100
Fax: 904 598- 6300
www.sgrlaw.com*

SMITH, GAMBRELL & RUSSELL, LLP
Attorneys at Law

*Thomas E. Gibbs
Direct Tel: 904-598-6139
Direct Fax: 904-598-6239
tgibbs@sgrlaw.com*

July 9, 2015

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

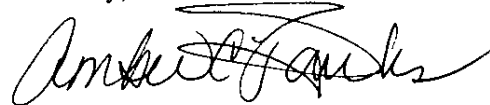
Re: Articles of Conversion - Physicians Trust, LLC

Dear Sir/Madam:

Pursuant to your written instructions of June 25, 2015, enclosed please find the following:

1. Articles of Conversion of Physicians Trust, LLC to Physicians Trust, Inc.;
2. One additional copy of said Articles of Conversion;
3. Check in the amount of \$113.75; and
4. A copy of your letter dated June 25, 2015.

Sincerely,



Amber C. Banks
Legal Assistant

acb
Enclosures

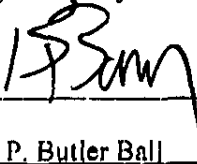
**ARTICLES OF CONVERSION
OF
PHYSICIANS TRUST, LLC, a Florida limited liability company
INTO
PHYSICIANS TRUST, INC., a Florida business corporation**

The Articles of Conversion and the attached Articles of Incorporation are submitted to convert the following Florida limited liability company into a Florida business corporation in accordance with Florida Statutes § 605.1045.

1. The name of the Florida limited liability company immediately prior to the filing of these Articles of Conversion is Physicians Trust, LLC (the "*Company*"). (209-022957)
03/09/09
2. The name of the Florida business corporation as set forth in the attached Articles of Incorporation is Physicians Trust, Inc., a Florida business corporation (the "*Converted Company*").
3. The Converted Company is a Florida business corporation, and its Articles of Incorporation are attached hereto.
4. The Plan of Conversion was approved by the converting Florida limited liability company in accordance Florida Statutes §§ 605.1041-605.1046.
6. The effective date of these Articles of Conversion shall be upon acceptance by the Department of State of the State of Florida.
7. The Converted Company has agreed to pay any members having appraisal rights the amount to which such members are entitled under Florida Statutes §§ 605.1006 and 605.1061-605.1072.

Signed this 6th day of July, 2015.


PHYSICIANS TRUST, LLC, a Florida limited
liability company



Name: P. Butler Ball

Title: Chief Executive Officer

PHYSICIANS TRUST, INC., a Florida business
corporation



Name: P. Butler Ball

Title: Chief Executive Officer

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ARTICLES OF INCORPORATION
OF
PHYSICIANS TRUST, INC.

ARTICLE I

Name and Principal Office of Corporation

The name of the corporation shall be Physicians Trust, Inc. (the "*Corporation*"). The initial principal place of business and mailing address of the Corporation shall be 245 Riverside Avenue, Suite 550, Jacksonville, Florida 32202.

ARTICLE II

Nature of Business

The Corporation is authorized and empowered to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

ARTICLE III

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

(1) Common Stock – The aggregate number of shares of common stock, \$0.01 par value ("*Common Stock*"), which the Corporation shall have authority to issue is TEN MILLION (10,000,000).

(2) Preferred Stock – The aggregate number of shares of preferred stock, no par value ("*Preferred Stock*") which the Corporation shall have the authority to issue is TEN THOUSAND (10,000).

B. Description of Preferred Stock.

The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) The board of directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative, participating, optional or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the board of directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the board of directors in creating such series) or decreased (but not below the

number of shares thereof then outstanding) from time to time by resolution of the board of directors;

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative;

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange;

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the board of directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the board of directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE IV **Incorporator**

The name and street address of the incorporator of this Corporation is as follows:

Michael J. Wallace
245 Riverside Avenue, Suite 550
Jacksonville, Florida 32202

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ARTICLE V
Term of Corporate Existence

The Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the registered office of the Corporation in the State of Florida shall be 245 Riverside Avenue, Suite 550, Jacksonville, Florida 32202. The name of the registered agent of the Corporation at the above address is Michael J. Wallace.

ARTICLE VII
Board of Directors

The business of this Corporation shall be managed by a board of directors consisting of not fewer than one (1) but not more than nine (9) persons, the exact number to be determined from time to time in accordance with the Corporation's Bylaws.

ARTICLE VIII
Bylaws

The board of directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the shareholders or the board of directors in any manner permitted by the Bylaws and according to law.

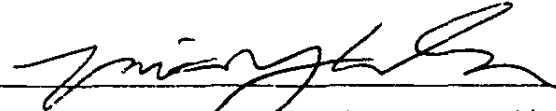
ARTICLE IX
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE X
Indemnification

The Corporation shall indemnify any officer or director of the Corporation, or any former officer or director of the Corporation, to the fullest extent permitted from time to time by Florida law. The Corporation may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding, to the extent permitted by law, and may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify the individual against the same liability under the law.

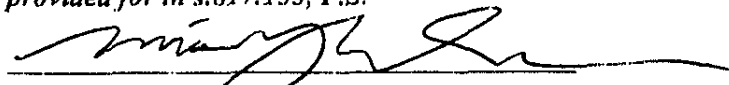
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Name: Michael J. Wallace

Title: Registered Agent

Date: 07/06/2015

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.


Name: Michael J. Wallace

Title: Incorporator

Date: 07/06/2015

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