

P18000035857

(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



800309478918

03/01/18--01020--003 **95.00

04/05/18--01002--017 **10.00

18 MAR 28 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2018

EDWARD R. MASHEK
417 LIDO WAY NE
ST. PETERSBURG, FL 33704

SUBJECT: BRIGHTER DAY HEALTH HOLDING, LLC
Ref. Number: W18000021865

We have received your document for BRIGHTER DAY HEALTH HOLDING, LLC and your check(s) totaling \$95.00. 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 filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

The Certificate of Conversion must state the effective date of the conversion. The effective date 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 of the conversion under the laws governing the other business entity.

The Certificate of Conversion must contain the name of the corporation as set forth in the Florida Articles of Incorporation.

The fees to file the Certificate of Conversion and Articles of Incorporation total \$105.00 (\$35 filing fee for the Certificate of Conversion, \$35 filing fee for Articles of Incorporation, and \$35 for the Registered Agent Designation). Enclose an additional \$8.75 for each certified copy or certificate of status requested.

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) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 518A00004564

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

RECEIVED

MAR 28 PM 3:42

DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
INFORMATION SERVICES

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ED MASHEK

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CAPLAN LAW, P.A.
6550 St. Augustine Rd., Suite 305
Jacksonville, Florida 32217
(904) 503-8847 Telephone
(904) 309-9971 Facsimile
howard@caplanlaw.us
www.caplanlaw.us

March 26, 2018

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

Attention: Jessica A. Fason

RE: Brighter Day Health Holding, LLC

Dear Ms. Fason:

Brighter Day Health Holding, LLC has retained me with respect to converting from an LLC to a corporation. Enclosed are corrected documents and a check along with a copy of your letter to convert a Florida limited liability company into Florida corporation.

Thank you in advance for your time and attention to this matter.

Regards,


Howard A. Caplan

HAC/mw
enclosures

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Brighter Day Health Holding Corp.

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:

Howard A. Caplan

Contact Person

Caplan Law, P.A.

Firm/Company

6550 St. Augustine Rd., Suite 305

Address

Jacksonville, FL 32217

City, State and Zip Code

eve@evebrownncpa.com

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

For further information concerning this matter, please call:

Howard A. Caplan at (904) 503-8847

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

STREET ADDRESS:

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

MAILING ADDRESS:

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

CERTIFICATE OF CONVERSION
FOR
BRIGHTER DAY HEALTH HOLDING, LLC
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 under Section 607.1115, Florida Statutes.

1. The name of the other business entity immediately prior to the filing of this Certificate of Conversion is: Brighter Day Health Holding, LLC.
2. The other business entity is a limited liability company first organized under the laws of the state of Florida on July 8, 2013. The document number assigned to the other business entity is L13000096550.
3. The members of the converting entity approved the Plan of Conversion in accordance with Sections 605.1041 – 605.1046, Florida Statutes. The members of the converting entity unanimously approved the Plan of Conversion.
4. The Articles of Incorporation of the converting entity are attached. The name of the corporation will be Brighter Day Health Holding Corp.
5. The converted entity will pay the members of the converting entity the amount to which they are entitled under Sections 6.051006, 605.1061 – 605.1072 Florida Statutes.
6. The effective date of the conversion is the date of filing by the State.

Dated this 27th day of February, 2018.



Edward R. Mashek, Jr., Member

APPROVED
AND
FILED
18 MAR 28 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRIGHTER DAY HEALTH HOLDING CORP.

ARTICLE I

1.1 The name of the corporation is Brighter Day Health Holding Corp.

ARTICLE II

2.1 The principal office of the corporation initially will be at 417 Lido Way NE St. Petersburg, FL 33704. The Board of Directors may relocate the principal office to any address they choose.

ARTICLE III

3.1 The corporation will exist perpetually.

ARTICLE IV

4.1 The general nature of the business that will be transacted by the corporation is any legally permissible activity, including healthcare services.

4.2 The corporation has the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

4.3 The corporation has the power to do all and everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation.

4.4 The foregoing enumeration of objects and purposes will not limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE V

5.1 The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having \$1.00 par value.

ARTICLE VI

6.1 The initial number of directors of the corporation will be two (2). The corporation may change the number of directors provided there will always be at least one (1) director.

6.2 The initial Board of Directors will be:

<u>Name</u>	<u>Address</u>
Edward R. Mashek, Jr.	417 Lido Way NE St. Petersburg, FL 33704
Carol M. Mashek	320 NE 23 rd Ave Ft Lauderdale, FL 33301

6.3 The initial officers of the corporation will be:

President

Edward R. Mashek, Jr.
417 Lido Way NE
St. Petersburg, FL 33704

Vice-President, Secretary and Treasurer

Carol M. Mashek
320 NE 23rd Ave
Ft Lauderdale, FL 33301

ARTICLE VII

7.1 Shareholders will not have preemptive rights, unless agreed to in a separate instrument addressing restrictions placed upon the transfer of shares. The shareholders may, by bylaw provision or by shareholders' agreement, impose restrictions on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

ARTICLE VIII

8.1 No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of the corporation is relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

ARTICLE IX

9.1 This corporation has the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans.

9.2 This corporation has the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

ARTICLE X

10.1 The corporation will indemnify any and all persons who may serve or who have served at any time as directors or officers; or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation owned or may own shares of stock or of which it was or may be a creditor; and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by the person in connection with the defense or settlement of any claim, action, suit, or proceeding in which the person, or any of them, are made a party, or parties, or which may be asserted against the person or any of them, by reason of being or having been a director or officer of the corporation, or by appointment to another corporation. *But the corporation will not provide indemnification to any director or officer or former director or officer or person adjudged in any action, suit, or proceeding to be liable by the person's own gross negligence or misconduct in the performance of the person's duty.* This indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise.

ARTICLE XI

11.1 The registered agent and registered agent's address for the corporation are:

<u>Name</u>	<u>Address</u>
Evy Brown	6817 Southpoint Parkway, Suite 1002 Jacksonville, FL 32216

ARTICLE XII

12.1 The name and address of the incorporator and person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Howard A. Caplan	6550 St. Augustine Rd., Suite 305 Jacksonville, FL 32217

WITNESS, the undersigned has executed these Articles of Incorporation, this 27th day of February, 2018.



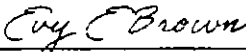
Howard A. Caplan

ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the corporation at the place designated in the Articles of Incorporation to which this is attached, I agree to act in this capacity, and to comply with the provisions of Florida law relative to keeping the office open.

February 27, 2018



Evy Brown