

P20000074653

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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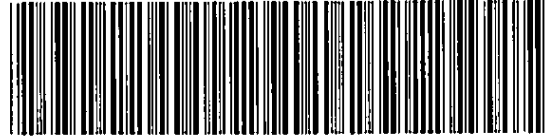
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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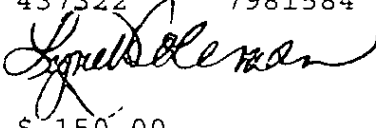
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2020 SEP 25 PM 2:24  
BUREAU OF CORPORATIONS  
DIVISION OF REVENUE  
TALLAHASSEE, FLORIDA

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2020 SEP 25 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FL

SEP 23 2020

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 437322 7981584  
AUTHORIZATION :   
COST LIMIT : \$ 150.00

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ORDER DATE : September 25, 2020  
ORDER TIME : 1:01 PM  
ORDER NO. : 437322-005  
CUSTOMER NO: 7981584

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DOMESTIC AMENDMENT FILING

NAME: MGROUP INTEGRATED PHYSICIAN  
SERVICES, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT/CONVERSION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FL

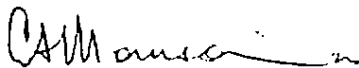
**ARTICLES OF CONVERSION  
FOR  
MGROUP INTEGRATED PHYSICIAN SERVICES, LLC  
INTO  
MGROUP INTEGRATED PHYSICIAN SERVICES, P.A.**

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following Florida limited liability company into a Florida Profit Corporation in accordance with Section 607.11933 & 607.0202, Florida Statutes.

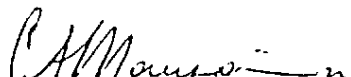
1. The name of the converting entity immediately prior to filing the Articles of Conversion is: **MGROUP INTEGRATED PHYSICIAN SERVICES, LLC.**
2. The converting entity is a limited liability company first organized, formed or incorporated under the laws of Florida on October 24, 2019 and assigned document number L19000267174.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: **MGROUP INTEGRATED PHYSICIAN SERVICES, P.A.**
4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of the State of Florida.
5. This conversion shall be effective in Florida on the date of filing.

Signed this 23<sup>rd</sup> day of September, 2020.

**MGROUP INTEGRATED PHYSICIAN  
SERVICES, LLC**

By:   
Christopher A. Morrison, Member

**MGROUP INTEGRATED PHYSICIAN  
SERVICES, P.A.**

By:   
Christopher A. Morrison, President

### **PLAN OF CONVERSION**

THIS PLAN OF CONVERSION is adopted as of the 23<sup>rd</sup> day of September, 2020, by **MGROUP INTEGRATED PHYSICIAN SERVICES, LLC** (the "Company").

WHEREAS, the Company is a limited liability company duly organized and existing under the laws of the State of Florida;

WHEREAS, Christopher A. Morrison, the sole member and manager of the Company (the "Member") owns all of the outstanding membership units of the Company;

WHEREAS, the Member of the Company deems it advisable that the Company convert into a Florida Professional Association under Florida law, and that the Company's existence continue as a for-profit corporation under the laws of the State of Florida and not be affected in any manner by reason of the conversion except as set forth herein;

WHEREAS, the parties intend that said conversion shall constitute a transaction of the type described in Section 368(a)(1) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Plan of Conversion contained herein was approved by the Member as prescribed by the laws of the State of Florida;

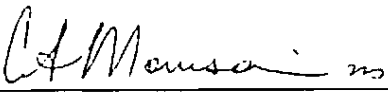
NOW THEREFORE, the parties hereby adopt the following Plan of Conversion.

1. The name of and form of the organization before conversion is **MGROUP INTEGRATED PHYSICIAN SERVICES, LLC**.
2. The name of and form of the organization after conversion is **MGROUP INTEGRATED PHYSICIAN SERVICES, P.A.**
3. Upon the conversion becoming effective, the Company shall convert into **MGROUP INTEGRATED PHYSICIAN SERVICES, P.A.**, a Florida Professional Association (the "P.A.") and shall continue the existence of the Company pursuant to Florida Statutes Chapters 607 and 621. The title to all real property and other property, or any interest therein, owned by the Company at the time of its conversion into the P.A. will remain vested in the P.A. without reversion or impairment. The P.A. shall continue to be responsible and liable for all of the liabilities and obligations of the Company.

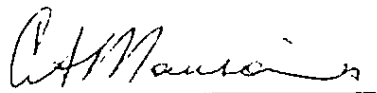
This Conversion shall become effective as of September 23<sup>rd</sup>, 2020, for tax and accounting purposes.

The undersigned entities have executed this Plan of Conversion as of the 23<sup>rd</sup> day of September, 2020.

**MGROUP INTEGRATED PHYSICIAN SERVICES, LLC**

By:   
Christopher A. Morrison, Member

**MGROUP INTEGRATED PHYSICIAN SERVICES, P.A.**

By:   
Christopher A Morrison, President

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TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
OF**

**MGROUP INTEGRATED PHYSICIAN SERVICES, P.A.**

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

**ARTICLE I.**

**NAME**

The name of this Corporation is **MGROUP INTEGRATED PHYSICIAN SERVICES, P.A.**

**ARTICLE II.**

**EFFECTIVE DATE OF ARTICLES**

This Corporation shall have perpetual existence commencing upon filing.

**ARTICLE III.**

**NATURE OF PROFESSIONAL BUSINESS**

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

**ARTICLE IV.**

**CAPITAL STOCK**

- A. This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.
- C. Shares of the Corporation's stock and stock certificates shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

## ARTICLE V.

### LOSS OF LICENSE: SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. Except as provided in section D of this Article IX, if a shareholder of the corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services (each a **Disqualification Event**), that person (the **Disqualified Shareholder**) shall sever all employment with, and financial interests in, the corporation forthwith. In the event a shareholder of the corporation becomes a Disqualified Shareholder, the Disqualified Shareholder's shares in the corporation are redeemed and shall be deemed to have been redeemed and cancelled effective as of the Disqualification Event, the shares held by the Disqualified Shareholder shall not be considered outstanding upon and after the Disqualification Event, the Disqualified Shareholder shall not be entitled to vote or participate in any corporate or shareholder action and shall cease to be an employee, officer, director, and/or shareholder of the corporation effective as of the Disqualification Event, and the Disqualified Shareholder's sole right and entitlement shall be to receive the Redemption Price for those redeemed shares (the **Redeemed Shares**). All shares of the capital stock of the corporation constitute redeemable shares which may be redeemed pursuant to the provisions of this Article IX.
- B. The Redemption Price for the Redeemed Shares shall be as set forth in the Bylaws or shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- C. *The Redemption Price for the Redeemed Shares shall be paid in accordance with the provisions of the applicable Bylaw or shareholders' agreement, if any, and if not, shall be paid in cash within thirty (30) days after the corporation first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by arbitration if submitted to arbitration.*

- D. Section A of this Article IX shall not apply if the sole shareholder of this corporation becomes a Disqualified Shareholder. In such event, the corporation shall promptly amend these articles of incorporation or take such other legal action as shall be necessary or appropriate to cause the corporation to change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of incorporation in the manner required for an original incorporation under Chapter 607, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the corporation shall be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession.

#### **ARTICLE VI.**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Christopher A. Morrison, M.D.

Address: 1103 Gulf Way, St. Pete Beach, FL 33706

#### **ARTICLE VII.**

##### **INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Name: Christopher A. Morrison, M.D.

Address: 1103 Gulf Way, St. Pete Beach, FL 33706

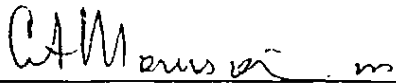
#### **ARTICLE VIII.**

##### **PRINCIPAL OFFICE**

The principal street and mailing address of this Corporation is:

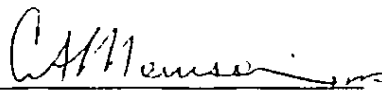
Address: 1103 Gulf Way, St. Pete Beach, FL 33706

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 23 day of September 2020, for the purpose of organizing this Corporation under the laws of the State of Florida.

  
\_\_\_\_\_  
Christopher A. Morrison, M.D.

**REGISTERED AGENT ACKNOWLEDGMENT:**

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Christopher A. Morrison, M.D.

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TALLAHASSEE, FL

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