

P24000072686

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(Business Entity Name)

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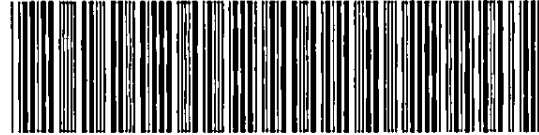
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 2, 2024

CT CORP

SUBJECT: BARIENDO MEDICAL GROUP, P.A.  
Ref. Number: W24000158011

**CORRECTED**  
Please Allow For  
Same File Date

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

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

If you have any further questions concerning your document, please call (850) 245-6052.

KAIN COSTELLO  
Regulatory Specialist II  
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Letter Number: 024A00026004

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**CT CORP**  
**(850) 656- 4724**  
**3458 lakesore Drive**  
**Tallahassee, FL 32312**

**Date:** 11/19/2024  
Acc#I20160000072

*en: c DW*

Name:	BARIENDO MEDICAL GROUP, P.A.
Document #:	
Order #:	15984222

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>	Email Address for Annual Report Notifications: <div></div>
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Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **113.75**

Thank you!

**Articles of Conversion**  
For  
**Converting Eligible Entity**  
Into  
**Florida Profit Corporation**

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

Bariatric Endoscopy PLLC

Enter Name of the Converting Entity

2. The converting entity is a professional limited liability company  
(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 July 14, 2023  
Enter date "Converting Entity" was first organized, formed or incorporated.

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

Bariendo Medical Group, P.A.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.

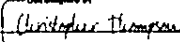
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signed this 18th day of November, 2024.

**Required Signature for Florida Profit Corporation:**

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

DocuSigned by  
  
001567703C54483

Printed Name: Christopher Thompson Title: Incorporator

**Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies:** [See below for required signature(s).]

Signature: DocuSigned by  
  
001567703C54483

Printed Name: Christopher Thompson Title: Authorized Member

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:**

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

**ARTICLES OF INCORPORATION  
OF  
BARIENDO MEDICAL GROUP, P.A.**

## ARTICLE I

The name of the corporation is Bariendo Medical Group, P.A. (the "Company").

## ARTICLE II

The address of the Company's principal place of business in the State of Florida is 382 NE 191st Street #746698, in the City of Miami, County of Miami-Dade, Florida 33179.

## ARTICLE III

The address of the Company's registered agent in the State of Florida is 1200 South Pine Island Road, in the City of Plantation, County of Broward, Florida 33324. The name of its registered agent at such address is C T Corporation System.

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: /s/ Olga Hinkel Olga Hinkel, VP  
[Name, Title] C T Corporation System

## ARTICLE IV

The purpose of the Company is to engage in the practice of medicine and all activities necessary or incidental to the foregoing, as the same exists or as may hereafter be amended from time to time.

## ARTICLE V

This Company is authorized to issue one class of stock to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 15,000 with par value of \$0.00001 per share.

## ARTICLE VI

The name and mailing address of the incorporator are as follows:

Christopher Thompson, MD  
c/o Mark Leonardo, Nutter McClennen & Fish, LLP  
155 Seaport Boulevard  
Boston, MA 02210

## ARTICLE VII

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

## ARTICLE VIII

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

## ARTICLE IX

Subject to any provisions in the bylaws of the Company related to indemnification of directors or officers of the Company, the Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the board of directors.

The Company shall have the power to indemnify, to the extent permitted by the Florida Business Corporation Act, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

A right to indemnification or to advancement of expenses arising under a provision of these Articles of Incorporation or a bylaw of the Company shall not be eliminated or impaired by an amendment to or repeal or elimination of these Articles of Incorporation or the bylaws of the Company after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

## ARTICLE X

Except as provided in ARTICLE VIII and ARTICLE IX, the Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, as the sole incorporator of the Company, have signed and adopted these Articles of Incorporation on November 18, 2024. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

/s/ Christopher Thompson  
Christopher Thompson, MD, Incorporator

FILED

2024 NOV 19 AM 4:17

DEPT. OF STATE  
TALLAHASSEE, FLORIDA