

P93000060523

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

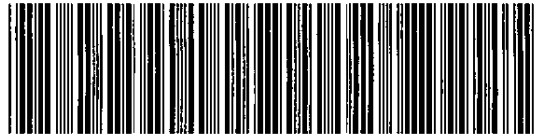
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300156475523

06/05/09--01037--019 **35.00

2009 JUN -9 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. CLINE
JUN 10 2009
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Panhandle Medical Services, Inc.
(Name of Florida Profit Corporation)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Adam O. Kirwan

(Contact Person)

The Kirwan Law Firm

(Firm/Company)

301 North Ferncreek Avenue, Suite C

(Address)

Orlando, Florida 32801

(City, State and Zip Code)

For further information concerning this matter, please call:

Adam O. Kirwan at (407) 210-6622

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

2009 JUN -9 AM 11:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Panhandle Medical Services, Inc.
(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

Panhandle Medical Services, LLC
(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: May 21, 2009

FILED
2009 JUN -9 AM 11:16
TALCAHASSEE, FLORIDA
SECRETARY OF STATE

8. This conversion shall be effective in Florida on: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

4901 Grande Drive

Pensacola, Florida 32504

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 4901 Grande Drive
Pensacola, Florida 32504

Mailing Address: Same as above

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 20th day of May 2009.

Signature: M. Siverio

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Manuel F. Siverio Title: Director

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUN -9 AM 11:16

FILED

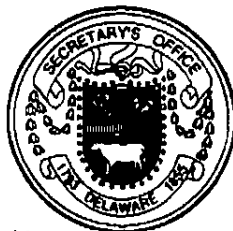
Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANHANDLE MEDICAL SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MAY, A.D. 2009.

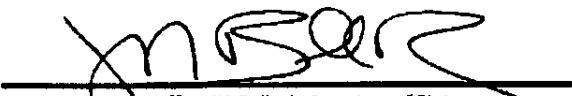
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID "PANHANDLE MEDICAL SERVICES, LLC" IS A SERIES LIMITED LIABILITY COMPANY.



4690385 8300E

090513182

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7320799

DATE: 05-26-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:16 PM 05/21/2009
FILED 04:14 PM 05/21/2009
SRV 090513182 - 4690385 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A FOREIGN CORPORATION TO A
LIMITED LIABILITY COMPANY
PURSUANT TO SECTION
18-214 OF THE LIMITED LIABILITY
COMPANY ACT**

FIRST: The jurisdiction where the Corporation is formed is Florida.

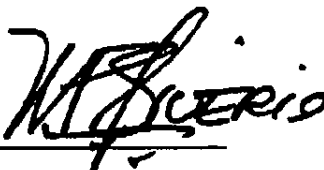
SECOND: The jurisdiction immediately prior to filing this Certificate is Florida.

THIRD: The date the Foreign Corporation was first formed is August 30, 1993.

FOURTH: The name of the Foreign Corporation immediately prior to filing this Certificate is PANHANDLE MEDICAL SERVICES, INC.

FIFTH: The name of the Limited Liability Company as set forth in the Certificate of Formation is PANHANDLE MEDICAL SERVICES, LLC.

SIGNED: _____



NAME: Manuel F. Siverio, Manager

Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:16 PM 05/21/2009
FILED 04:14 PM 05/21/2009
SRV 090513182 - 4690385 FILE

**State of Delaware
Limited Liability Company
Certificate of Formation**

This certificate of formation is being executed for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del.C. 18-101, et Seq.

FIRST: The name of the limited liability company is:

PANHANDLE MEDICAL SERVICES, LLC.

SECOND: The address of its registered office in the State of Delaware is 113 Barksdale Professional Center in the City of Newark, County of New Castle. Zip Code, 19711. The name of its Registered Agent at such address is Delaware InterCorp, Inc.

THIRD: The members agree to be bound by the signed Limited Liability Company Agreement(s) except as they may be contradicted by the Limited Liability Company Act of the State of Delaware.

FOURTH: This Certificate of Formation establishes one hundred (100) separate Series of this Limited Liability Company. Said Series may be referred to as: PANHANDLE MEDICAL SERVICES, LLC, SERIES 1; PANHANDLE MEDICAL SERVICES, LLC, SERIES 2; etc., or any other method that reasonably describes the particular Series relevant to the intended transaction.

Take Notice of the limitation on liabilities of a series as referenced in this Certificate of Formation and as set forth in 6 Del.C. 18-216. The debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, and, unless otherwise provided in the limited liability company agreement, none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

FIFTH: No member or members of the limited liability company shall have the right to assign their interest in the limited liability company, whether voluntarily or involuntarily, without the unanimous written agreement of all of the members (the "Required Unanimous Vote"), unless otherwise provided in the limited liability company's operating agreement. If an assignment of a membership interest is not approved by the Required Unanimous Vote, the assignee (which includes, without limitation, the holder of a charging order) shall have no right to (i) become a member of the limited liability company, (ii) participate in the management of the limited liability company, or (iii) exercise any rights or powers of a member and/or manager. The assignee shall merely be entitled to receive the share of profits and other distributions to which the assignor was entitled, to the extent assigned. Any such assignee shall be allocated and report all items of income, gain, loss, deduction, credit or other tax allocation (a "Taxable Item") on such assignee's income tax returns each year to the same extent the assignor would have been allocated such Taxable Items and the assignee shall receive the federal and all relevant state Forms K-1 with respect to such allocations. Each Member (and any future assignee(s), including, without limitation, the holder of a charging order) is put on notice that (i) the Managers may make investment decisions that may produce significant income tax liability to the Members and assignees and that corresponding distributions with which to pay such income tax liability may not be made and (ii) that the terms of the operating agreement provide that (a) this is reasonable, and (b) does not constitute a breach of fiduciary duty by the Managers.

IN WITNESS WHEREOF, I, Manuel F. Siverio, Manager, being fully authorized to execute and file this document, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, do make this Certificate of Formation, acknowledging under the penalties of perjury in the third degree, hereby declaring and certifying that this instrument is my act and deed and the facts herein are true, pursuant to 6 Del.C. 18-204 and accordingly have hereunto set my hand this 20th day of May, 2009.

BY:


Manuel F. Siverio, Manager