

L23000058697

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

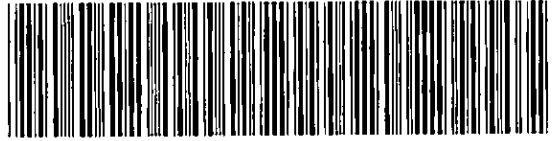
(Business Entity Name)

(Document Number)

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S. CHATHAM
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 02/08/2023

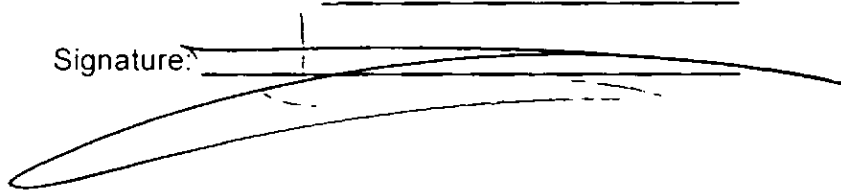
Name: Ken Howell

Reference #: 1905567

Entity Name: GULFSHORE ENDOSCOPY CENTER, INC.

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other ** PLEASE RETAIN ORIGINAL FILE DATE OF 2/6/2023 **

Authorized Amount: \$150.00

Signature: 

● CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

● EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #8010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

● ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790



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Date: 02/08/2023

Name: Ken Howell

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Entity Name: GULFSHORE ENDOSCOPY CENTER, INC.

Articles of Incorporation/Authorization to Transact Business

Amendment

Change of Agent

Reinstatement

Conversion

Merger

Dissolution/Withdrawal

Fictitious Name

Other ** PLEASE RETAIN ORIGINAL FILE DATE OF 2/6/2023 **

Authorized Amount: \$150.00

Signature: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 7, 2023

COGENCY GLOBAL, INC.

SUBJECT: GULFSHORE ENDOSCOPY CENTER, LLC
Ref. Number: W23000016362

We have received your document for GULFSHORE ENDOSCOPY CENTER, LLC. However, the document has not been filed and is being returned for the following:

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), s.607.1622(9) and/or 607.1622(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.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 123A00002887

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF CONVERSION
FOR
GULFSHORE ENDOSCOPY CENTER, INC.
INTO
GULFSHORE ENDOSCOPY CENTER, LLC**

These Articles of Conversion and attached Articles of Organization are submitted to convert Gulfshore Endoscopy Center, Inc. into Gulfshore Endoscopy Center, LLC in accordance with Section 605.1045, Florida Statutes (F.S.).

ARTICLE I

Name of Converting Entity

The name of the business entity immediately prior to the filing of the Articles of Conversion is "Gulfshore Endoscopy Center, Inc." (the "Converting Entity").

ARTICLE II

Entity Type

The Converting Entity is a corporation first incorporated under the laws of Florida on August 29, 1995.

ARTICLE III

Name of Limited Liability Company

The name of the Florida limited liability company as set forth in the attached Articles of Organization is "Gulfshore Endoscopy Center, LLC" (the "Company").

ARTICLE IV

Effective Date

These Articles of Conversion shall be effective on February 7, 2023.

ARTICLE V

Plan of Conversion

The plan of conversion has been approved in accordance with all applicable statutes.

ARTICLE VI

Appraisal Rights

The Company has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072, F.S.

ARTICLE VII

Intended Tax Treatment

For U.S. federal income tax purposes, the Company intends to treat the conversion as a disregarded conversion from a "qualified subchapter S subsidiary" to an entity disregarded as separate from its owner within the meaning of Treasury Regulations Section 301.7701-3.

(Signature Page Follows)

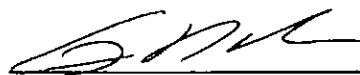
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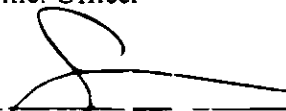
IN WITNESS WHEREOF, the undersigned, have executed the foregoing Articles of Conversion this 6th day of February, 2023.

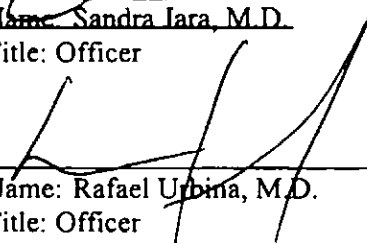
AUTHORIZED REPRESENTATIVE OF LIMITED LIABILITY COMPANY:


Name: Gustavo Rivera, M.D.
Title: Officer

CONVERTING ENTITY:


Name: Gustavo Rivera, M.D.,
Title: Officer


Name: Sandra Jara, M.D.
Title: Officer


Name: Rafael Urbina, M.D.
Title: Officer

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TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION
FOR
GULFSHORE ENDOSCOPY CENTER, LLC**

ARTICLE I

Name

The name of the limited liability company is "Gulfshore Endoscopy Center, LLC" (the "Limited Liability Company").

ARTICLE II

Address

The mailing and street address of the principal office of the Limited Liability Company is 1084 Goodlette Road, Naples, Florida 34102.


ARTICLE III

Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Sandra Jara, M.D.
1064 Goodlette Road
Naples, Florida 34102

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.


Registered Agent's Signature

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ARTICLE IV

Management

The name and address of the sole member of the Limited Liability Company authorized to manage and control the Limited Liability Company:

Title:

Member

Name and Address:

GUL Holdings, Inc.
1064 Goodlette Road
Naples, FL 34102

ARTICLE V

Effective Date

These Articles of Organization shall be effective on February 7, 2023.

(Signature Page Follows)

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SECRETARY OF STATE
TALLAHASSEE, FL

IN WITNESS WHEREOF, the undersigned, have executed the foregoing Articles of
Organization this 6th day of February, 2023.

GUL HOLDINGS, INC.

By: 
Name: Gustavo Rivera, M.D.
Title: President

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TALLAHASSEE, FL