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(Requestor's Name)

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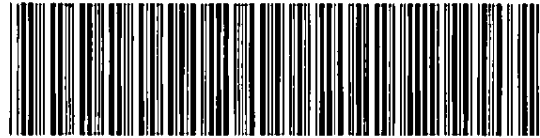
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF DISTRICT COURT
JACKSONVILLE, FL

CUMMINGS & CUMMINGS LAW

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

*via USPS Priority Mail, Signature
Confirmation Requested*

Chad D. Cummings
Cummings & Cummings Law
24850 Burnt Pine Drive
Suite 1
Bonita Springs, FL 34134-0905
United States of America
chad@cummings.law

Direct: (239) 682-9925

Tuesday, January 7th, 2025

Re: FUNCTIONAL MEDICINE CENTER OF BOISE, LLC

Dear New Filing Section, Division of Corporations:

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with § 605.1045, Florida Statutes.

Please kindly return all correspondence concerning this matter to:

Chad D. Cummings, Esq.
Cummings & Cummings Law
24850 Burnt Pine Drive
Suite 1
Bonita Springs, FL 34134-0905

For further information concerning this matter, please contact:

Chad D. Cummings, Esq.
Direct Line: (239) 682-9925
Fax: (239) 372-0422
Email: chad@cummings.law

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TALLAHASSEE, FL

24850 Burnt Pine Drive, Suite 1, Bonita Springs, FL 34134-0905 USA
Direct: +1 (239) 682-9925 — www.cummings.law — chad@cummings.law

Chad D. Cummings is admitted to The Florida Bar (Bar No. 1038575) and the State Bar of Texas (Bar No. 24134400) Association (Bar No. 10866) and dually-licensed as a Certified Public Accountant.

CUMMINGS & CUMMINGS LAW

Enclosed is a check in the amount of one hundred eighty-five dollars and no cents (\$185.00) for filing fees, a Certified Copy, and a Certificate of Status.

Thank you for your attention to this very important matter. Should you have any questions, please do not hesitate to contact me directly via email at chad@cummings.law or telephonically at (239) 682-9925.

Sincerely yours,



Chad D. Cummings, Esq.
Cummings & Cummings Law
24850 Burnt Pine Drive
Suite 1
Bonita Springs, FL 34134-0905
United States of America
chad@cummings.law
FL Bar No. 1038575

Enclosures:

- (1) Articles of Conversion
- (2) Articles of Organization (in duplicate)
- (3) Filing fees (check)

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CLERK OF DISTRICT COURT
NORTH DAKOTA, FL

**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

These Articles of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with § 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is: FUNCTIONAL MEDICINE CENTER OF BOISE, LLC.
2. The "Other Business Entity" is a Limited Liability Company (LLC) first organized, formed, or incorporated under the laws of the State of Idaho on March 26, 2018.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: FUNCTIONAL MEDICINE CENTER OF BOISE, LLC.
4. The effective date shall be the date of filing with the Florida Department of State.
5. The plan of conversion has been approved in accordance with all applicable statutes.
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under §§ 605.1006 and 605.1061–72, Florida Statutes.

Signed Tuesday, January 7th, 2025.

**Signature of Authorized Representative of
Limited Liability Company:**

By: Spencer Zimmerman
Printed Name: Spencer Zimmerman
Title: Authorized Member

Signature on behalf of Other Business Entity:

By: Spencer Zimmerman
Printed Name: Spencer Zimmerman
Title: Authorized Member

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STATE OF FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

Article I—Name

The name of the Limited Liability Company is: FUNCTIONAL MEDICINE CENTER OF BOISE, LLC (the "Limited Liability Company").

Article II—Address

The mailing address and Street address of the principal office of the Limited Liability Company is:

| | |
|--|---|
| Principal Office Address: 2404 Creel Lane Suite 101 Wesley Chapel, FL 33544 United States of America | Mailing Address: 2404 Creel Lane Suite 101 Wesley Chapel, FL 33544 United States of America |
|--|---|

Article III—Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the Registered Agent are:

Name: Spencer Zimmerman

Address: 2404 Creel Lane, Suite 101, Wesley Chapel, FL 33544, USA

Having been named as Registered Agent 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.

By: Spencer Zimmerman

Name: Spencer Zimmerman

Its: Registered Agent

Date: 1/7/2025

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FL

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Article IV—Names and Addresses of Each Person Authorized to Manage and Control the Limited Liability Company

| | |
|--|--|
| Title: AMBR (Authorized Member) | Name and Address: Spencer Zimmerman 2404 Creel Lane, Suite 101, Wesley Chapel, FL 33544, USA |
|--|--|

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TALLAHASSEE, FL

Article V—Effective Date

The effective date shall be the date of filing with the Florida Department of State.

Article VI—Other Provisions

a. Duration. The duration of the Limited Liability Company shall commence on the date these Articles of Organization are filed with the Florida Department of State and shall continue in perpetuity, unless sooner dissolved in conformity with law.

b. Purpose. The purpose of the Limited Liability Company is to engage in any and all lawful business for which a limited liability company may be organized under the laws of the State of Florida.

c. Management. The management of the Limited Liability Company shall be vested in its members.

d. Limitation of Liability. To the fullest extent permitted by Florida law, no member of this Limited Liability Company shall be personally liable for the debts, liabilities, or other obligations of the Company.

e. Indemnification.

(i) Generally. The Limited Liability Company shall indemnify any individual who is or was a member, manager, officer, employee, or agent of the Limited Liability Company ("Indemnified Person") who was or is made a party to any proceeding by reason of the fact that individual is or was acting on behalf of the Limited Liability Company, to the fullest extent permitted under Chapter 605, Florida Statutes, against all liabilities and expenses incurred in the proceeding.

(ii) Advances of Expenses. Expenses, including reasonable attorneys' fees, incurred by an Indemnified Person in defending a proceeding shall be paid or reimbursed by the Limited Liability Company in advance of the final disposition of such proceeding upon receipt by the Limited Liability Company of a written undertaking from such Indemnified Person to repay the amounts advanced if it is ultimately determined that the Indemnified Person is not entitled to indemnification.

(iii) Non-Exclusivity. The rights to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or acquire under any statute, agreement, vote of members, or otherwise.

(iv) Authority. Except as otherwise provided by law, each authorized member shall have the power and authority to bind the Limited Liability Company in all transactions and business dealings of any kind, in the ordinary course of the Limited Liability Company's activities.

f. Amendments. To the fullest extent permitted by applicable law, these Articles of Organization may be amended from time to time by the affirmative vote of the members holding a majority of the membership interests of the Limited Liability Company unless a greater percentage is required by law.

g. Unanimous Written Consents in Lieu of Meetings of the Members. Any action required or permitted by law or these Articles of Organization to be taken at a meeting of the members may be taken without a meeting if one or more written consents describing the action taken are signed by all members entitled to vote on the action. Such consents shall be delivered to the Limited Liability Company for inclusion in the minutes or filing with the Limited Liability Company's records, and the action shall be deemed effective as of the date specified in the consent(s), or if no date is specified, on the date the last member required to reach unanimity signs the consent. A signed consent may be delivered in paper or electronic form, or in any manner permitted by applicable law, and such delivery shall be as valid and effective as a signature delivered in person.

h. Governing Law. These Articles of Organization shall be governed by and construed in accordance with the laws of the State of Florida without regard to conflicts of law principles.

Required Signature

This document is executed in accordance with § 605.0203(1)(b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in § 817.155, Florida Statutes.

By: Spencer Zimmerman
Name: Spencer Zimmerman
Date: 1/7/2025

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TALLAHASSEE, FL