

Division of Corporations

Page 1 of 2

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0383

From: Account Name : CHESTER J. TROW, P.A.  
Account Number : I20000000142  
Phone : (352) 369-8830  
Fax Number : (352) 369-8832

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GENERAL MAIL:31  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY 22 AM 11:09  
DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**Heartland Oncology Partners, LLC**

**TB**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
| Page Count            | 12       |
| Estimated Charge      | \$155.00 |

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**ARTICLES OF ORGANIZATION OF  
HEARTLAND ONCOLOGY PARTNERS, LLC**

**ARTICLE I - NAME**

- 1.1 The name of this entity is HEARTLAND ONCOLOGY PARTNERS, LLC.
- 1.2 The street address of the principal office of the HEARTLAND ONCOLOGY PARTNERS, LLC is 114 Park Lake Street, Orlando, Florida 32803, and the mailing address is the same.

**ARTICLE II - DURATION**

- 2.1 This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441(1), Florida Statutes.

**ARTICLE III - PURPOSE**

- 3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transacting any and all lawful business.

**ARTICLE IV - MANAGEMENT**

- 4.1 This Limited Liability Company is to be managed by a manager or managers, and the names and street addresses of the persons who are to serve as the initial managers are:

| MANAGER'S NAME:  | STREET ADDRESS:                          |
|------------------|--|
| ERIC L. SAUNDERS | 1021 Nottingham St., Orlando, FL 32803   |
| GARY R. GRAHAM   | 169 Killarney Court, Lake Mary, FL 32746 |

- 4.2 The names and street addresses of the initial Members of this Limited Liability Company are:

| <u>MEMBER'S NAME:</u> | <u>STREET ADDRESS:</u>                       |
|-----------------------|--|
| DAVID I. DIAMOND      | 3864 Brantley Place Circle, Apopka, FL 32703 |
| GARY R. GRAHAM        | 169 Killarney Court, Lake Mary, FL 32746     |

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|                     |  |
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| RONALD J. KROCHAK   | 780 John Anderson Road, Ormond Beach, FL 32176 |
| MICHAEL PIRKOWSKI   | 2465 Alaqua Drive, Longwood, FL 32779          |
| ROBERT L. PURDON    | 37940 Apiary Road, Grand Island, FL 32735      |
| ERIC L. SAUNDERS    | 1021 Nottingham St., Orlando, FL 32803         |
| ROBERT J. SOLLACCIO | 9100 Kilgore Road, Orlando, FL 32836           |
| MICHAEL SOMBECK     | 4746 Lonsdale Circle, Orlando, FL 32817        |
| BURKHARD WEPPELMANN | 9164 Point Cypress Drive, Orlando, FL 32836    |

4.3 The total amount of cash contributed by each of the members is \$100.00. No property other than cash is to be contributed. The total amount of cash and property contributed and anticipated to be contributed by the Members is \$900.00.

4.4 The Operating Agreement may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the Operating Agreement. The rights, powers or duties of a class or group of members may be senior to those of one or more existing class or groups of members. Initially the members shall all be of the same class.

Except as expressly provided in the Operating Agreement, no member shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

**ARTICLE V - INITIAL REGISTERED OFFICE**

5.1 The street address of the initial registered office of the Limited Liability Company is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

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**ARTICLE VI - OWNERSHIP INTEREST / TRANSFERABILITY**

6.1 Each member's status as a member of the Limited Liability Company shall be evidenced by a certificate executed by all members of the Limited Liability Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

6.2 No member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Operating Agreement. To accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of \$250.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and Social Security number.

**ARTICLE VII - LIMITED LIABILITY**

7.1 Except as and to the extent the Operating Agreement specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of this Article or the Operating Agreement shall be prospective only, and shall not adversely affect any limitation of the personal liability of a member or agent of the members of the Limited Liability Company at the time of the repeal or modification.

**ARTICLE VIII - DEATH/RESIGNATION, EXPULSION, BANKRUPTCY, DISSOLUTION OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER**

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under

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Section 608.441 (1), Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest (as such term is interpreted for purposes of Section 301.7701-2(b)(1) of the Treasury Regulations) of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the terms set forth in the Operating Agreement. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

**ARTICLE IX - CONFLICTS**

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which they are interested, directly or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct

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business with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.

**ARTICLE X - INITIAL REGISTERED AGENT AND OFFICE**

10.1 The name of the initial registered agent of this Limited Liability Company is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance, which Certificate is incorporated herein by reference. The street address of the initial registered office where the registered agent is located is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.


**ARTICLE XI - AMENDMENT OF ARTICLES**

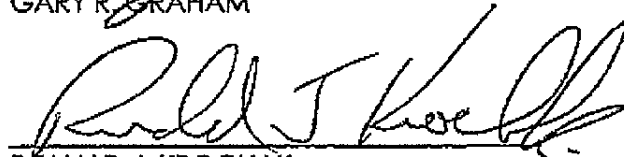
11.1 The Limited Liability Company reserves the right to amend the Articles in any manner now or hereafter permitted by the law, or as provided by the Limited Liability Company's Operating Agreement.

The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 19 day of March, 2002.

MEMBERS:

  
GARY R. GRAHAM

  
RONALD J. KROCHAK

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DAVID A. DIAMOND

MICHAEL PIRKOWSKI

ROBERT L. PURDON

ERIC L. SAUNDERS

ROBERT J. SOLLACCIO

MICHAEL SOMBECK

BURKHARD WEPPELMANN

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of March, 2002, by GARY R. GRAHAM. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

*Sheila Roberts-Grant*  
Notary Public  
State of Florida, at Large  
My commission expires:

02 MAR 22 AM 11:32  
DEPARTMENT OF STATE  
NOTARY PUBLIC, FLORIDA

ATTACHED  
AND  
FILED



Sheila Roberts-Grant  
MY COMMISSION # CC901250 EXPIRES  
February 16, 2004  
BOND: THE TROY PLAN INSURANCE, INC

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STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of March, 2002,  
by RONALD J. KROCHAK. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

*Sheila Roberts Grant*

Notary Public  
State of Florida, at Large  
My commission expires:



Sheila Roberts-Grant  
MY COMMISSION # CC901250 EXPIRES  
February 16, 2004  
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of March, 2002,  
by MICHAEL PIKOWSKI. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

*Sheila Roberts Grant*

Notary Public  
State of Florida, at Large  
My commission expires:



Sheila Roberts-Grant  
MY COMMISSION # CC901250 EXPIRES  
February 16, 2004  
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of March, 2002,  
by ROBERT L. PURDON. Such person: (notary must check applicable box)

- is personally known to me.

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STATEMENT OF STAFF  
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ORANGE COUNTY, FLORIDA

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- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

*Sheila Roberts Grant*

Notary Public  
State of Florida, at Large

My commission expires:  
Sheila Roberts-Grant  
MY COMMISSION # CC901250 EXPIRES  
February 16, 2004  
BONDED THRU TROY FARM INSURANCE INC

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of March, 2002,  
by ERIC L. SAUNDERS. Such person: *(notary must check applicable box)*

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

*Sheila Roberts Grant*

Notary Public  
State of Florida, at Large

My commission expires:  
Sheila Roberts-Grant  
MY COMMISSION # CC901250 EXPIRES  
February 16, 2004  
BONDED THRU TROY FARM INSURANCE INC

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of March, 2002,  
by ROBERT J. SOLLACCIO. Such person: *(notary must check applicable box)*

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

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*Sheila Roberts Grant*  
Notary Public  
State of Florida, at Large

My commission expires:



Sheila Roberts-Grant  
MY COMMISSION # CC901250 EXPIRES  
February 16, 2004  
BONDED THRU TROY PAW INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of March, 2002,  
by MICHAEL SOMBECK. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

*Sheila Roberts Grant*  
Notary Public  
State of Florida, at Large

My commission expires:



Sheila Roberts-Grant  
MY COMMISSION # CC901250 EXPIRES  
February 16, 2004  
BONDED THRU TROY PAW INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of March, 2002,  
by BURKHARD WEPPELMANN. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

*Sheila Roberts Grant*  
Notary Public  
State of Florida, at Large

My commission expires:



Sheila Roberts-Grant  
MY COMMISSION # CC901250 EXPIRES  
February 16, 2004  
BONDED THRU TROY PAW INSURANCE, INC.

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

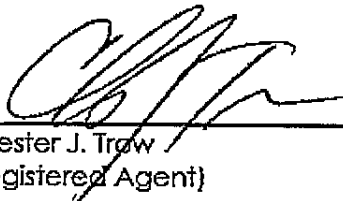
Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the

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appointment to act in this capacity, and agree to comply with the provisions of Sections 608.415 and 608.416, Florida Statutes, relative to keeping open said office. I am familiar with and accept the obligations of registered agent for HEARTLAND ONCOLOGY PARTNERS Limited Liability Company.

DATED this 19 day of March, 2002.



Chester J. Trow  
(Registered Agent)

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of March, 2002, by DAVID A. DIAMOND. Such person: *(notary must check applicable box)*

- is personally known to me.
- produced a current Florida Driver's License as identification
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

*Sheila Roberts-Grant*  
 \_\_\_\_\_  
 Notary Public  
 State of Florida, at Large  
 My commission expires:



Sheila Roberts-Grant  
 MY COMMISSION # 00701250 EXPIRES  
 February 16, 2004  
 BONDED TROW TROFAM INSURANCE, INC.

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 SECRETARY OF STATE  
 FALL AMASSE, FLORIDA

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