

Division of Corporations

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L10000061938

Florida Department of State
Division of Corporations
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HEART OF THE VILLAGES, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
HEART OF THE VILLAGES, LLC**

These Amended and Restated Articles of Organization, having been approved by the Company's sole and single Member, restates the Articles of Organization filed with the State of Florida on June 8, 2010, and bears Florida Document Number L10000061938, as provided by Chapter 608.411 of the *Florida Statutes*. The undersigned, desiring to amend its Articles of Organization so as to organize as a professional limited liability company under and pursuant to Chapters 608 and 621 of the *Florida Statute*, the *Florida Limited Liability Company Act* and the *Professional Service Corporation and Limited Liability Company Act* respectively (collectively the "Act"), do hereby adopt the following Amended and Restated Articles of Organization for such company.

**ARTICLE I
NAME**

The name of the professional limited liability company shall be "Heart of The Villages, PLC" and is herein referred to as the "Company."

**ARTICLE II
ADDRESS**

The mailing address of the Company is 1950 Laurel Manor Drive, Suite 140, The Villages, Florida 32162; and street address of its principal place of business in Florida is 1950 Laurel Manor Drive, Suite 140, The Villages, Florida 32162, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III
DURATION/CONTINUATION**

The period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or as otherwise prescribed in the Company's Operating Agreement or in the Act.

**ARTICLE IV
PURPOSE**

The sole and specific purpose for which the Company is organized is to render professional service in the practice of medicine.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which professional limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted a professional limited liability company pursuant to Section 621.08, *Florida Statutes*.

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**ARTICLE V
MANAGEMENT**

The Company shall be managed by one manager. The name and address of the person who shall serve as manager until the next meeting of members or until his successor is elected and qualified is as follows: Georg Couturier, 1950 Laurel Manor Drive, Suite 140, The Villages, Florida 32162. The manager shall be elected as provided in the Operating Agreement.

**ARTICLE VI
RESTRICTIONS ON MEMBERSHIP**

The sole Member shall have the right to admit new members by consent and in accordance with the Company's Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members. No person shall be admitted as a Member of the Company unless such person is a professional corporation, a professional limited liability company, or an individual, any of which must be duly licensed to practice medicine.

**ARTICLE VII
POWERS**

All professional limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this professional limited liability company shall be managed under the direction of, the Members and Managers of the Company as set forth in the Company's Operating Agreement. The Company shall be managed by its duly elected Manager(s), and the Company may also elect officers in accordance with the terms of the Operating Agreement.

**ARTICLE VIII
OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the then-existing Members of the Company who are authorized to vote, unless otherwise designated by any amendments of these Amended and Restated Articles of Organization.

**ARTICLE IX
AMENDMENT TO ARTICLES**

Any amendment to these Amended and Restated Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with

Sections 608 and 621 of the *Florida Statutes*, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

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IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Amended and Restated Articles of Organization on this 23 day of August, 2010.


Georg Couturier
Manager

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, *Florida Statutes*, the undersigned professional limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the professional limited liability company is:

Heart of The Villages, PLC

2. The name and address of the registered agent and registered office is:

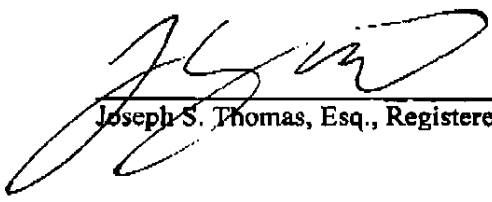
Joseph S. Thomas, Esq.
1950 Laurel Manor Drive, Suite 140
The Villages, Florida 32162

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Having been named as registered agent and to accept service of process for the above stated professional 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.

Dated: August 24, 2010.


Joseph S. Thomas, Esq., Registered Agent