

Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.  
AMY MACHER, PLLC**

Certificate of Status	0
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Page Count	06
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**S. YOUNG**

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**ARTICLES OF ORGANIZATION  
OF  
AMY MACHER, PLLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is Amy Macher, PLLC.

**ARTICLE II  
Address**

The mailing and street address of the Company's principal office is 6915 Superior Street Circle, Sarasota, Florida 34243.

**ARTICLE III  
Purpose and Duration**

The purpose of this Company is to engage in the practice of, and render professional services as professional medical services within the State of Florida and to take all actions that are necessary or proper in connection with that practice. This Company is, and shall have all of the powers given, a professional service limited liability company under Florida Statutes Chapter 621.

The Company may not issue, and a new Member of the Company may not sell, any of the Company's membership interest to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Company was incorporated. The Company may not render the professional services for which the Company was incorporated except through its Managers, Managing Members, Members, Employees, and Agents who are duly licensed or otherwise legally authorized to render such professional services within this state. If any Manager, Managing Member, Member, Employee, or Agent of the Company who has been rendering professional service to the public becomes legally disqualified to render such services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment with, and financial interest in, this Company forthwith.

The period of duration for the Company is perpetual.

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**ARTICLE IV  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Amy Macher. The address of the Company's registered office in Florida is 6915 Superior Street Circle, Sarasota, Florida 34243.

**ARTICLE V  
Management**

A. The Company is to be managed by the Members. Each Managing Member is identified as follows:

Amy Macher, whose address is 6915 Superior Street Circle, Sarasota, Florida 34243.

B. A simple majority in interest of the Managing Member(s) shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, except:

1. Without having first obtained the prior written consent of a majority in interest of the Managing Member(s), no Managing Member(s) shall cause or permit the Company to:

a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;

c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;

d. Hire, terminate, or modify the terms of employment of any Managing Member, or;

e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

f. Invest in the debt or equity of any other person or entity, or;

g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

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If any Managing Member shall not object in writing to any other Managing Member(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Managing Member shall be deemed to have consented to the other Managing Member(s)'s request.

2. Without having first obtained the prior written consent of all of the Managing Member(s), amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managing Member(s), or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do or fail to do any act that is prohibited by a resolution of the Members.

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If any Managing Member shall not object in writing to any other Managing Member(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Managing Member shall be deemed to have consented to the other Managing Member(s)'s request.

C. A "majority in interest" shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Member(s) of the Company.

**ARTICLE VI**  
**Continuation of Business**

A majority in interest of the remaining Member(s) of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

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**ARTICLE VII  
Profits and Losses Allocation**

Profits and losses will be allocated to the Member(s) in accordance with their membership interest(s).

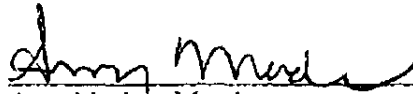
**ARTICLE VIII  
Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a *Managing Member* other than the executing Member, provided, however, that if a single individual is the sole Member and Managing Member, only that individual shall be required to sign said Articles of Amendment.

**ARTICLE IX  
Commencement**

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Member(s) or an authorized representative of a Member has/have executed these Articles of Organization on this 11 day of June, 2014.

  
\_\_\_\_\_  
Amy Machor, Member

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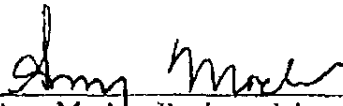
**CERTIFICATE OF DESIGNATED REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for Amy Macher, PLLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Amy Macher, 6915 Superior Street Circle, Sarasota, Florida 34243.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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: June 11, 2014.

  
\_\_\_\_\_  
Amy Macher, Registered Agent

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