

L970000000890

South Florida Center for Behavioral Health, L.C.
2051 45th Street, Suite 210
West Palm Beach, FL 33407
(561) 848-2011

August 7, 1997

VIA FEDEX

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization

300002263813--1
-08/11/97--01159--003
****285.00 ****285.00

Dear Sir/Madam:

Enclosed please find an executed original of the Articles of Organization of South Florida Center for Behavioral Health, L.C. along with a check payable to the Department of State, Division of Corporations in the amount of \$285.00 in order to cover the filing fee and Registered Agent filing fee. Please send the confirmation letter to the undersigned at the mailing address set forth above.

Thank you in advance for your anticipated cooperation regarding this matter. Of course, in the event that you have any questions regarding this matter, please do not hesitate to call me.

RAFAEL F. SEMINARIO, M.D. GAVE
AUTHORIZATION BY PHONE TO
CORRECT TOTAL CONTRIBUTIONS
DATE 8/13/97
DOC. EXAM QN

Sincerely yours

Rafael Seminario
Rafael F. Seminario, M. D.

Enclosure

FILED
97 AUG 11 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 8/13/97

ARTICLES OF ORGANIZATION

OF

**SOUTH FLORIDA CENTER FOR BEHAVIORAL HEALTH, L.C.
A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

FILED
97 AUG 11 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a professional limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, and Chapter 621, Florida Statutes, entitled the Professional Services Corporation and Limited Liability Company Act, do hereby adopt the following Articles of Organization for such professional limited liability company:

ARTICLE I.

Name

The name of this professional limited liability company shall be "South Florida Center for Behavioral Health, L.C." (the "Company").

ARTICLE II.

Duration

The period of duration for the Company shall be perpetual.

ARTICLE III.

Address

The mailing and street address of the principal office of the Company shall be: 2051 45th Street, Suite 210, West Palm Beach, Florida 33407.

ARTICLE IV.

Registered Agent

The name of the initial registered agent of the Company, shall be Phillip T. Ridolfo, Jr., Esquire. The street address of the initial registered office of the Company, shall be Phillips Point - East Tower, 777 South Flagler Drive, Suite 310, West Palm Beach, Florida 33401.

ARTICLE V.

Purpose

The purpose of the Company shall be to engage in every aspect and phase of the practice of Psychiatry and Psychology within the State of Florida, to engage in any activities which will facilitate and promote said practices through its members, officers, employees and agents, and any and all other lawful business purposes as provided under the applicable laws of the State of Florida.

ARTICLE VI.

Members

The Company, shall have two (2) Members initially and the number of Members shall never be less than two (2).

ARTICLE VII.

Management

Management of the Company is reserved to its Members in accordance with the applicable provisions set forth in the Regulations of the Company, as amended from time to time. The names and addresses of the managerial members of the Company are as follows:

Rafael F. Seminario, M.D., P.A.
2051 45th Street, Suite 210
West Palm Beach, Florida 33407

Arnon Katz, PSY.D., P.A.
2051 45th Street, Suite 210
West Palm Beach, Florida 33407

ARTICLE VIII.

Additional Members

Additional Members may be admitted to the Company upon the written application of such person or entity and in the manner set forth in the Regulations of the Company as amended from time to time.

ARTICLE IX.

Members' Right to Continue Business

The right of the remaining Members to continue the business of the Company upon 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, shall, provided there shall be at least two (2) Members remaining with ownership interest in the Company, be determined by the remaining Members in accordance with Florida law and the applicable provisions set forth in the Regulations of the Company, as amended from time to time.

ARTICLE X.

Indemnification

Section 1. Terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Section 608.4363 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Company shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 608.4363(7) or any amended or successor section, indemnify any managing Member, officer, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Company, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Company, expenses and amounts paid in settlement not exceeding, in the judgment of the Members, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Company shall not, under this Section 2 or Section 4, indemnify any managing Member, officer, employee or agent if a judgment, settlement or other final adjudication establishes that the managing Member's, officer's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the managing Member, officer, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein, or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the managing Member, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (B) a transaction from which the managing Member, officer, employee or agent derived an improper personal benefit, either directly or indirectly;

- (C) in the case of a managing Member, a circumstance under which the liability provisions of Florida Statutes Section 608.426, governing a Member's liability for unlawful distribution to members, or Florida Statutes Section 608.428, regarding the return of any part of a member's contribution, is applicable; or
- (D) willful misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a Member.

Section 3. Notwithstanding the failure of the Company to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article X, and despite any contrary determination of the Members, a managing Member, officer, employee or agent of the Company who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the managing Member, officer, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 608.4363(3) or any amended or successor section, in which case the court shall also order the Company to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the managing Member, officer, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Section 3 or Section 4 herein.

It is the express intention and desire of the Company to avoid any obligation to indemnify or advance expenses to any managing Member, officer, employee or agent if (i) the managing Member, officer, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article X, or (ii) the Company has not otherwise agreed to indemnify or advance expenses to such managing Member, officer, employee or agent pursuant to Section 3(b). The Company does not recognize, and will not permit, any managing Member's, officer's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the managing Member, officer, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the managing Member, officer, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Section 4 of this Article X.

Section 4. Section 2 shall not be construed to mean that indemnification by the Company is not permitted. Subject nevertheless to the limitations of Section 2, the Company may, in its sole discretion, make any other or further indemnification or advancement of expenses to any managing Member, officer, employee or agent under any Regulation, agreement, vote of Members, or otherwise, both as to actions of such managing Member, officer, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article X shall be made by the Company only as authorized in a specific case upon a determination that indemnification of the managing Member, officer, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article X. Such determination shall be made:

- (a) By the Members, by a unanimous vote of a quorum consisting of all Members who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Members (in which Members who are parties may participate) consisting solely of two or more Members not at the time parties to the proceeding;
or
- (c) By independent legal counsel:
 - (i) Selected by the Members prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
 - (ii) If a quorum of the Members cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by the unanimous vote of all Members (in which event Members who are parties may participate).

Section 6. Expenses incurred by a managing Member or officer in defending a civil or criminal proceeding may be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such managing Member or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Members may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X.

Section 7. Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be a managing Member, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.


ARTICLE XI.

Amendment


These Articles of Organization may be amended only by the unanimous vote of all Members of the Company at a duly called and noticed Members' meeting, called for the specific purpose of amending these Articles of Organization.

IN WITNESS WHEREOF, the undersigned initial Members of South Florida Center for Behavioral Health, L.C., have executed these Articles of Organization on this 8 day of August, 1997.

MEMBER:


Rafael F. Seminario, President of
Rafael F. Seminario, M.D., P.A.
an initial Member of South Florida
Center for Behavioral Health, L.C.

MEMBER:

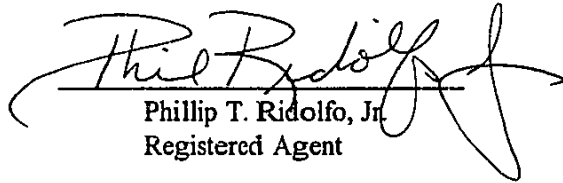

Arnon Katz, President of
Arnon Katz, PSY.D., P.A.
an initial Member of South Florida
Center for Behavioral Health, L.C.

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

South Florida Center for Behavioral Health, L.C., desiring to organize as a professional limited liability company under the laws of the State of Florida, has designated Phillips Point - East Tower, 777 South Flagler Drive, Suite 310, West Palm Beach, Florida 33401 as its initial registered office and has named Phillip T. Ridolfo, Jr., Esquire, who is located at that address, as its initial registered agent.

Having been named registered agent for the above stated professional limited liability company, at the designated registered office, the undersigned hereby accepts said appointment, declares that he is familiar with the obligations of such appointment, agrees to act in that capacity and further agrees to comply with the provisions of Florida Statutes relative thereto.


Phillip T. Ridolfo, Jr.
Registered Agent

FILED
97 AUG 11 AM 10:04
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

97 AUG 11 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BEFORE ME, the undersigned authority, duly authorized to take oaths and administer affirmations, personally appeared Rafael F. Seminario, M.D., President of Rafael F. Seminario, M.D., P.A., and Arnon Katz, President of Arnon Katz, PSY.D., P.A., each duly authorized representatives of the initial Members of South Florida Center for Behavioral health, L.C. (the "Company"), who, being known to me and being first duly sworn, deposed and said:

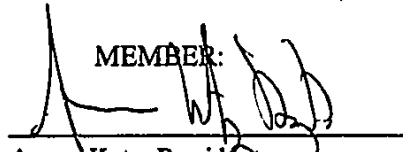
1. The Company has at least two (2) initial Members.
2. The total amount of cash initially contributed by the Members of the Company is One Thousand Dollars and no/100 Dollars (\$1,000.00).
3. The total amount of property other than cash contributed by the Members of the Company is One Thousand and no/100 Dollars (1,000.00). A description and agreed upon value of such contributed property is as follows: office furniture -\$1,000.00.
4. The total amount of cash and property other than cash anticipated to be contributed by the Members of the Company is \$ 3,000.00
5. Affiants further state that they are familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature.

MEMBER:



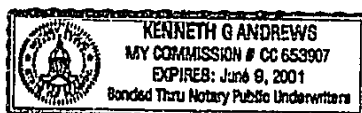
Rafael F. Seminario, M.D., President
of Rafael F. Seminario, M.D., P.A.
an initial Member of South Florida
Center for Behavioral Health, L.C.

MEMBER:



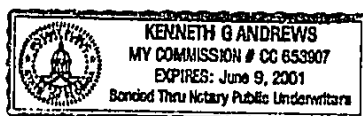
Arnon Katz, President
of Arnon Katz, PSY.D., P.A.
an initial Member of South Florida
Center for Behavioral Health, L.C.

SWORN AND SUBSCRIBED before me this 8 day of August, 1997, by Rafael F. Seminario, M.D., President of Rafael F. Seminario, M.D., P.A., an initial Member of South Florida Center for Behavioral Health, L.C., who is personally known to me or has proposed FLDR 5556726-55296 as identification.



Kenneth G Andrews
Notary Public, State of Florida
Print Name: Kenneth G Andrews
Commission No.: _____
My Commission Expires: _____

SWORN AND SUBSCRIBED before me this 8 day of August, 1997, by Rafael F. Seminario, M.D., President of Arnon Katz, PSY.D., P.A., an initial Member of South Florida Center for Behavioral Health, L.C., who is personally known to me or has proposed Known to me as identification.



Kenneth G Andrews
Notary Public, State of Florida
Print Name: Kenneth G. Andrews
Commission No.: _____
My Commission Expires: _____