

# L98000000198

**KING & SAPP**  
 1622 North Ninth Avenue  
 Pensacola, Florida 32503-5522

City/State/Zip      Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) *CM*
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **200002431592--9**  
 -02/16/98--01088--009  
 \*\*\*\*293.75 \*\*\*\*293.75
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **600002425936--1**  
 -02/09/98--01057--003  
 [REDACTED] 52.50 \*\*\*\*52.50
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 10, 1998

LISA M. CALLAGHAN  
KING & SAPP, ATTORNEYS AT LAW  
1622 N. 9TH AVENUE  
PENSACOLA, FL 32503-5522

SUBJECT: SERGIO J. CABRERA, M.D., P.L.  
Ref. Number: W98000002985

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We have received your document for SERGIO J. CABRERA, M.D., P.L. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

There is a balance due of \$232.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 598A00007623

**ARTICLES OF ORGANIZATION  
OF  
SERGIO J. CABRERA, M.D., P.L.  
A PROFESSIONAL LIABILITY COMPANY**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be Sergio J. Cabrera, M.D., P.L., and its principal place of business and mailing address shall be 4578 Live Oak Church Road, Crestview, Okaloosa County, State of Florida, 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 II**

**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the practice of medicine and any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the

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powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment

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of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in his statement of the general nature of the business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the limited liability company to carry on any business, exercise any powers, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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### ARTICLE III

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars, (\$1,000.00) cash shall be paid to the limited liability company. The members will make contributions as follows:

Sergio J. Cabrera	\$100.00
Sergio J. Cabrera, M.D. P. L. Employee Stock Ownership Trust	\$900.00

**ARTICLE IV**

**PROFITS AND LOSSES**

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to that member's interest in capital. The distributive share of the profits shall be determined and paid to the members on December 31 of each year. The company's fiscal year begins on January 1 and ends on December 31.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members.

**ARTICLE V**

**LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VI**

**DURATION**

This limited liability company shall exist for thirty (30) years, or until dissolved in a manner

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provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal office of this limited liability company and its mailing address shall be 4578 Live Oak Church Road, Crestview, Okaloosa County, Florida.

**ARTICLE VIII**

**MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Robert S. Caputo, Trustee  
Sergio J. Cabrera, M.D., P.L.  
Employee Stock Ownership Trust  
4578 Live Oak Church Road  
Crestview, Florida 32536

Sergio J. Cabrera, M.D.  
4578 Live Oak Church Road  
Crestview, Florida 32536

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**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND**

**REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 4578 Live Oak Church Road, City of Crestview, County of Okaloosa, State of Florida and the name of its initial registered agent at such address is Sergio J. Cabrera.

**ARTICLE X**

**RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability

company.

A member 's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

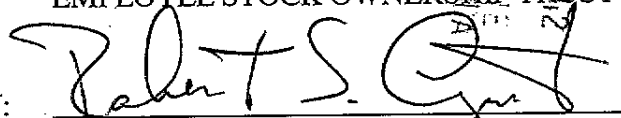
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of Sergio J. Cabrera, M.D., P.L.

Executed by Sergio J. Cabrera, M.D., P.L., Employee Stock Ownership Trust and Sergio J. Cabrera at Crestview, Florida, on this 30<sup>th</sup> day of January, 1998.

SERGIO J. CABRERA, M.D., P.L.  
EMPLOYEE STOCK OWNERSHIP TRUST

BY:

  
ROBERT S. CAPUTO, Trustee

  
SERGIO J. CABRERA

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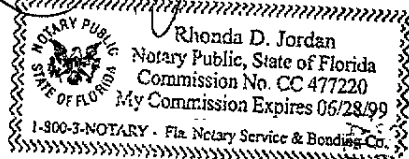
STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Robert S. Caputo, Trustee, known by me to be one of the persons who executed the foregoing articles of organization and he acknowledged before me that he executed those articles of organization and who did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the state and county aforesaid, this 30th day of January, 1998.

*Rhonda D. Jordan*  
\_\_\_\_\_  
Notary Public



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NOTARY PUBLIC  
RHONDA D. JORDAN  
TALMADGE, FLORIDA

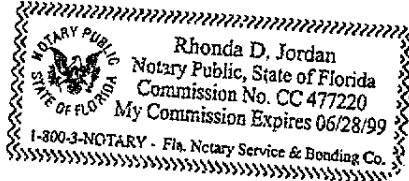
STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Sergio J. Cabrera, known by me to be one of the persons who executed the foregoing articles of organization and he acknowledged before me that he executed those articles of organization and who did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the state and county aforesaid, this 30th day of January, 1998.

*Rhonda D. Jordan*  
\_\_\_\_\_  
Notary Public



**ACCEPTANCE OF REGISTERED AGENT**

I, SERGIO J. CABRERA, do hereby accept the appointment of Registered Agent for the limited liability company of SERGIO J. CABRERA, M.D., P.L., 125 Red stone Avenue, Suite A, Crestview, Florida, 32536, having been named as registered agent and to accept service of process for the above state 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 completer performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

This 30<sup>th</sup> day of January, 1998.

  
SERGIO J. CABRERA

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**AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS**

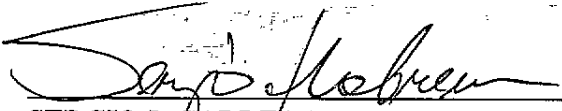
The undersigned member or authorized representative of a member of SERGIO J.

CABRERA, M.D., P.L. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member (s) is \$1,000.00
- 3) if any, the agreed value of property other than cash contributed by member (s) is \$-0-

A description of the property is attached and made a part hereto.

- 4) the total amount of cash or property anticipated to be contributed by member (s) is \$1,000.00. This total includes amounts from 2 and 3 above.

  
SERGIO J. CABRERA

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