

L99000001293

Division of Corporations

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000005547 7))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4003

From: Account Name : SALLEY, FEINBERG & HAMES, P.A.  
Account Number : 072100000223  
Phone : (407) 426-2360  
Fax Number : (407) 426-2361

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR - 8 PM 4: 03

RECEIVED

LIMITED LIABILITY COMPANY  
CENTRAL FLORIDA EYE SPECIALISTS, P.L.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$285.00

99 MAR - 8 PM 4: 03

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Name	3/8/99
Availability	DCC
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
Preparer	DCC

Electronic Filing Menu Corporate Filing Public Access Help

<https://ccfss1.dos.state.fl.us/scripts/efilcovr.exe>

3/8/99

Same as P990000017323

L99000001293

OK

Fax Audit No.: H99000005547 7

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR - 8 PM 4: 11

**ARTICLES OF ORGANIZATION**

**OF**

**CENTRAL FLORIDA EYE SPECIALISTS, P.L.**  
a Florida professional limited liability company

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a professional limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

**ARTICLE ONE - NAME**

The name of the professional limited liability company shall be **CENTRAL FLORIDA EYE SPECIALISTS, P.L.** (the "Company").

**ARTICLE TWO - COMMENCEMENT OF EXISTENCE**

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall continue until December 31, 2069, unless terminated earlier in accordance with the Regulations of the Company. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, the remaining Members may continue the business of the Company upon written consent of the remaining members.

**ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office, mailing address, and street address of the Company shall be located at 305 New York Avenue, Deland, Florida 32724.

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

The initial registered office of the Company shall be located at 305 New York Avenue, Deland, Florida 32724 and the initial registered agent of the Company at that address shall be **THOMAS M. KROPP, M.D.** The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Organization.

This document was prepared by:  
Russell P. Hintze, Esq.  
Florida Bar No. 0716839  
Post Office Box 3829  
Orlando, Florida 32802-3829  
Telephone (407) 426-2360

Fax Audit No.: H99000005547 7

**ARTICLE FIVE - PURPOSES AND GENERAL POWERS**

The purpose for which the Professional Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Professional Limited Liability Company shall have all of the powers vested in a professional limited liability company organized and existing by virtue of such laws.

**ARTICLE SIX - ADMISSION OF ADDITIONAL MEMBERS**

The Company shall admit additional Members only upon the unanimous approval of then existing Members.

**ARTICLE SEVEN - MANAGEMENT**

The business and affairs of the Company shall be managed by a Manager, or Managers, elected by the Members as provided in the Operating Regulations of the Company. The Manager may be, but is not required to be, a Member of the Company. The Manager, or Managers, shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and as further provided in the Operating Regulations of the Company. The name and business address of the initial Managers of the Company until the first annual meeting of the Members, or until successors are elected and qualified, are:

<u>Manager(s)</u>	<u>Street Address</u>
Thomas M. Kropp, M.D.	305 East New York Avenue, Deland, FL 32724
Robert Cordero, M.D.	305 East New York Avenue, Deland, FL 32724

**ARTICLE EIGHT - AMENDMENT**

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

**ARTICLE NINE - ADOPTION OF REGULATIONS**

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the business and affairs of

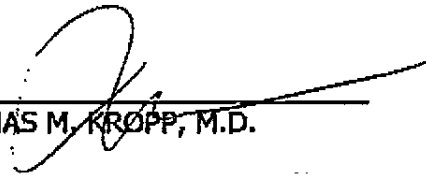
Fax Audit No.: H99000005547 7

the Company not inconsistent with these Articles of Organization, or Chapter 608 of the Florida Statutes.

ARTICLE TEN - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 3 day of February, 1999.

  
THOMAS M. KROPP, M.D.

*in Act*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -8 PM 4:11

Fax Audit No.: H99000005547 7

MEMBER AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF Volusia

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -8 PM 4:11

BEFORE ME, the undersigned authority duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS M. KROPP, M.D. (the "Affiant"), who after first being duly sworn, deposed, stated and certified the following:

1. That Affiant is the President of THOMAS M. KROPP, M.D., P.A., a member of CENTRAL FLORIDA EYE SPECIALISTS, P.L., a to-be-formed Florida professional limited liability company (the "Company").
2. That the Company has at least two (2) Members.
3. That the Affiant, in connection with the filing of the Articles of Organization of the Company, hereby states and declares that to the best knowledge of Affiant, the amount of the capital contributions of the Members and the anticipated amount of the capital contributions of the Members are as follows:

THOMAS M. KROPP, M.D., P.A. will contribute to the Company a fifty percent (50%) interest in that certain Florida general partnership known as KROPP & CORDERO OPHTHALMOLOGY; the agreed value of THOMAS M. KROPP, M.D., P.A.'s contribution is \$150,000.00.

ROBERT CORDERO, M.D., P.A. will contribute to the Company a fifty percent (50%) interest in that certain Florida general partnership known as KROPP & CORDERO OPHTHALMOLOGY; the agreed value of ROBERT CORDERO, M.D., P.A.'s contribution is \$150,000.00.

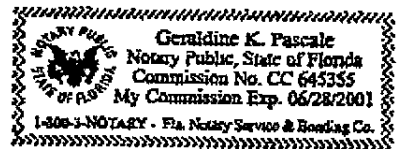
No cash is being contributed.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

[Signature]  
THOMAS M. KROPP, M.D.

9 The foregoing instrument was acknowledged before me this 3rd day of February, 1998 by THOMAS M. KROPP who is personally known to me or who did produce as identification.

[Signature]  
Notary Public  
Name and Seal



Fax Audit No.: H99000005547 7

REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.407(1)(d), Florida Statutes, the following is submitted:

CENTRAL FLORIDA EYE SPECIALISTS, P.L. (the "Company") desiring to organize as a domestic professional limited liability company or qualify under the laws of the State of Florida has named and designated THOMAS M. KROPP, M.D. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 305 East New York Avenue, Deland, Florida 32724.

ACCEPTANCE

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, Florida Statutes, as the same may apply to the Company.

Dated this 3 day of <sup>mmc</sup> February, 1999.



  
THOMAS M. KROPP, M.D., Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR - 8 PM 4: 11