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Division of Corporations

Florida Department of State

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Division of Corporations

LIMITED LIABILITY COMPANY

ABC PROSTHETICS AND ORTHOTICS AT THE VILLAGES, L.L.C

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ABC PROSTHETICS AND ORTHOTICS AT THE VILLAGES, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.**

The name of the Limited Liability Company is: **ABC PROSTHETICS AND ORTHOTICS AT THE VILLAGES, L.L.C.**

2. **ADDRESS.**

The mailing address and the street address of the principal office in Florida for the Limited Liability Company is: 1400 U.S. Highway 441 North, Suite 930, The Villages, Florida 32159.

3. **PERIOD OF DURATION.**

The existence of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State, and it shall remain in existence perpetually or until the dissolution of the Company pursuant to the terms of the Operating Agreement between its Members, or pursuant to the terms of these Articles of Organization.

4. **PURPOSE.**

The purpose for which the 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 Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

5. **INITIAL MEMBERS.**

The Initial Members of the Limited Liability Company shall be ABC Prosthetics & Orthotics of The Villages, Inc. ("Saunders") and The Villages Regional Medical Center, L.L.C. ("The Villages").

6. **MANAGEMENT.**

The Limited Liability Company is to be managed by an even number of managers who will be elected (or appointed) in accordance with the terms of the Company's Operating Agreement and the Company's Regulations, and it will have such responsibilities as provided therein. One-half of the number of Members shall be elected (or appointed) by Jan Saunders and one-half of the number of managers shall be elected (or appointed) by The Villages. Each manager shall hold office for the term for which he/she is elected (or appointed) and until a successor has been elected (or appointed) and qualify, or until his/her earlier resignation, removal from office or death. Any vacancy on the

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Board of Managers shall be filled by a manager elected (or appointed) by the Member (or Members) who appointed his predecessor, as provided above. A manager elected (or appointed) to fill a vacancy shall hold office only until the next election (or appointment) of managers by the Members. Any manager may be removed by the Members who elected (or appointed) him at any time, with or without cause, in accordance with the terms of the Company's Operating Agreement and Regulations. The names and addresses of the persons who shall serve as the managers of the Company, until the first annual meeting of Members, or until their successors are elected (or appointed) and qualify, whichever is earlier, are as follows:

- a. Terry R. Upton
1400 U.S. Highway 441 North, Suite 930
The Villages, FL 32159
- b. Jan Saunders
1131 South Orange Avenue
Orlando, FL 32806

7. **MEMBERS VOTING RIGHTS.**

Members voting rights are as set forth in the Company's Operating Agreement; and except as otherwise set forth in the Company's Operating Agreement, no decision shall be made, or action taken by the Members with respect to the Company, unless and until the decision has been approved in writing by the Members holding a Majority in Interest in accordance with and as modified by the terms of the Company's Operating Agreement.

8. **ADMITTANCE OF NEW MEMBERS AND TRANSFER OF INTERESTS.**

No Member shall sell or otherwise transfer such Member's Interest to an existing Member or to a New Member except as provided in the Company's Operating Agreement. Unless otherwise provided in the Company's Operating Agreement, new Members that are not transferees of an Interest may be admitted only upon the unanimous consent, in writing, of all of the Members.

9. **CONTINUITY OF BUSINESS.**

Upon the withdrawal, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of at least two-thirds of all remaining Members of the Limited Liability Company.

10. **AMENDMENT AND CONFLICT.**

These Articles of Organization and the Company's Regulations may be amended by the Members in accordance with the terms of the Company's Operating Agreement. In the event of any conflict between these Articles of Organization and the Company's Operating Agreement, the provisions of the Company's Operating Agreement shall control. In the event of any conflict

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between the Company's Regulations and the Company's Operating Agreement, the provisions of the Company's Operating Agreement shall control.

11. **EFFECTIVE DATE.**

The effective date of the Limited Liability Company is the date of filing of these Articles of Organization.

12. **EXECUTING MEMBER.**

The Member executing these Articles of Organization on behalf of all of the Members is The Villages Regional Medical Center, L.L.C., whose address is set forth above.

13. **REGISTERED AGENT.**

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Steven M. Roy, Esquire, 1100 Main Street, The Villages, Florida 32159.

Executed at The Villages, Florida on the 7th day of January, 2000.

THE VILLAGES REGIONAL MEDICAL
CENTER, L.L.C.

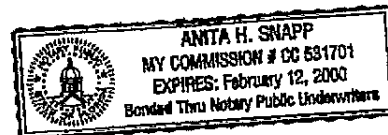
By: Terry R. Upton
Terry R. Upton, Manager

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing Articles of Organization was acknowledged before me this 7th day of January, 2000, by Terry R. Upton, as Manager of THE VILLAGES REGIONAL MEDICAL CENTER, L.L.C., as a Member of ABC PROSTHETICS AND ORTHOTICS AT THE VILLAGES, L.L.C., who is personally known to me.

Anita H. Snapp
NOTARY PUBLIC - STATE OF FLORIDA
(Signature of Notary Public)
Anita H. Snapp
(Print Name of Notary Public)

[SEAL]



(Serial/Commission Number)

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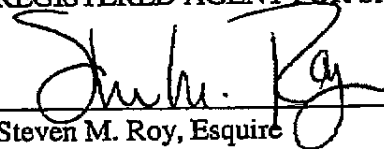
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ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR SAID LIMITED LIABILITY COMPANY.


Steven M. Roy, Esquire

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