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1. W. Ian Rogers, M.D., PL.
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☒ Certified Copy *after filing*
☐ Certificate of Status

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

☐ Annual Report
☐ Fictitious Name

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

APPROVED
AND
FILED
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FEB 15 AM 8:30
FEB 15 PM 2:25
DIRECTOR
SECRETARY OF STATE
CHASSEE, FLORENCE
TALAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF ORGANIZATION
OF
W. IAN ROGERS, M.D., P.L.

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Professional Limited Liability Company under Florida Statutes Chapters 608 and 621, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit and the following Articles of Organization are hereby adopted.

ARTICLE I.

The name of the Professional Limited Liability Company shall be W. Ian Rogers, M.D., P.L.

ARTICLE II.

This Professional Limited Liability Company shall have perpetual existence commencing on the date these Articles of Organization are filed with the State of Florida Department of State.

ARTICLE III.

The mailing address of the Professional Limited Liability Company and the street address of the principal office of the Professional Limited Liability Company is 1717 N. "E" Street, Suite 304, Pensacola, Florida 32501.

ARTICLE IV.

The address of the initial registered office of the Professional Limited Liability Company is 1717 N. "E" Street, Suite 304, Pensacola, Florida 32501 and the name of its initial registered agent at such address is W. Ian Rogers, M.D.

ARTICLE V.

This Professional Limited Liability Company is organized for the following purposes:

A. To establish a single-specialty independent practice association for certain plastic surgeons duly licensed under the laws of the State of Florida.

B. To engage in certain aspects and phases of the practice of plastic surgery and the performance of services ancillary thereto that are customarily done by licensed physicians under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes.

C. To render professional services in connection with the practice of plastic surgery by and through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

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D. To negotiate and enter into third party payor contracts as a single entity for and on behalf of its members.

E. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

F. To own real and personal property necessary for the rendering of professional services authorized under these Articles of Organization.

G. To engage in no other business.

H. To do all and everything necessary, proper, advisable, or convenient for the accomplishment of any of the above described purposes, or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Organization, or any amendment thereof, either alone or in association with others, including matters incidental or pertaining to, or connected with such purposes or the attainment of the objects or the furtherance of such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI.

Individual members must be licensed to practice medicine in the State of Florida. The shareholders of any member that is a professional service corporation and the members of any member that is a professional limited liability company must each be licensed to practice medicine in the State of Florida. Existing members shall have the right to admit new members by consent of members representing eighty percent (80%) of the ownership interests in the Professional Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Professional Limited Liability Company in accordance with the Operating Agreement.

A member's interest in the Professional Limited Liability Company may not be sold or otherwise transferred except to a person licensed to practice medicine in the State of Florida, with written consent of members representing eighty percent (80%) of the ownership interests in the Professional Limited Liability Company and otherwise in accordance with the Operating Agreement of this Professional Limited Liability Company.

ARTICLE VII.

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 Professional Limited Liability Company, the remaining members shall have the right to continue business upon unanimous consent of such remaining members.

ARTICLE VIII.

Management of the Limited Liability Company will be by an

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executive committee and the names and addresses of the initial executive committee are as follows:

<u>Name</u>	<u>Address</u>
W. Ian Rogers, M.D.	

The names and addresses of the initial members are as follows:

<u>Name</u>	<u>Address</u>
W. Ian Rogers, M.D.	

ARTICLE IX.

The members of the Professional Limited Liability Company shall have the power to adopt, alter, amend, or repeal the Operating Agreement which may contain any provisions for the regulation and management of the affairs of the Professional Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE X.

These Articles of Organization may be amended by a vote of members representing eighty percent (80%) of the ownership interests in the Professional Limited Liability Company. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Organization.

ARTICLE XI.

Special meetings of the members may be called by the President of the Professional Limited Liability Company or by the executive committee, or by the holders of not less than twenty percent (20%) of the ownership interests in the Professional Limited Liability Company.

ARTICLE XII.

At any meeting of the members, a majority of the ownership interests in the Professional Limited Liability Company, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the ownership interests represented at the meeting shall be the act of the members.

The undersigned, being one of the initial members of the Professional Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of W. Ian Rogers, M.D., P.L.

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In witness whereof, the undersigned has set his hand and seal this 10th day of February, 2000.

W. Ian Rogers
W. Ian Rogers, M.D.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 10th day of February, 2000, by W. Ian Rogers, M.D., who is personally known to me or provided _____ as identification and who did not take an oath.

James S. Campbell
Notary Public
My Commission Number:
My Commission Expires:

JAMES S. CAMPBELL
Notary Public-State of FL
Comm. Exp: Mar. 16, 2003
Comm. No: CC800459

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 10th day of February, 2000.

W. Ian Rogers, M.D.

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