

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

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Fax Number : (850) 922-4003

From:

Account Name : KALISH & WARD, P.A.
Account Number : 076245002115
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AL

LIMITED LIABILITY COMPANY

SOUTHWEST FLORIDA PHYSICIANS, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
SOUTHWEST FLORIDA PHYSICIANS, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: **SOUTHWEST FLORIDA PHYSICIANS, LLC**

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 4246 Cutlass Lane, Naples, Florida 34102.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

Prepared and Filed by:
R. Reid Haney, Esq.
Kalish & Ward, P.A.
101 E. Kennedy Blvd., Ste. 4100
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Tel No.: (813) 222-8700
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Florida Bar No. 709220

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**ARTICLES OF ORGANIZATION
OF SOUTHWEST FLORIDA PHYSICIANS, LLC**

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**ARTICLE V
MANAGEMENT**

The Company shall be manager managed.

**ARTICLE VI
RIGHT TO CONTINUE BUSINESS**

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, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

**ARTICLE VIII
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

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ARTICLES OF ORGANIZATION
OF SOUTHWEST FLORIDA PHYSICIANS, LLC

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ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 4246 Cutlass Lane, Naples, Florida 34102, and the name of its initial registered agent is Thomas Cook. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE X
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of Southwest Florida Physicians, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27th day of February, 2001.



THOMAS COOK
Authorized Representative of the Members

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ARTICLES OF ORGANIZATION
OF SOUTHWEST FLORIDA PHYSICIANS, LLC

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Southwest Florida Physicians, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 27 day of February, 2001.


THOMAS COOK

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