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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

H W HEALTH FINDERS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

September 5, 2001

JACOBS & PETERS, P.A.

SUBJECT: H W HEALTH FINDERS, LLC  
REF: W01000020607

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6094.

Agnes Lunt  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

# **ARTICLES OF ORGANIZATION OF H W HEALTH FINDERS, LLC A LIMITED 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 **H W HEALTH FINDERS, LLC, A LIMITED LIABILITY COMPANY**, and its principal place of business shall be 4450 Titleist Drive, Fernandina Beach, County of Nassau, State of Florida, and whose mailing address is 4450 Titleist Drive, Suite 200, Amelia Island, 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 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 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, utilized, 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 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

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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 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 this statement of the general nature of the business or businesses 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 power, 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.

### ARTICLE III MEMBERSHIP

This company shall initially have two members. The membership may increase from time to time. The names and addresses of the members are

Robert J. Whren  
4450 Titleist Drive  
Amelia Island, Florida 32034

Bruce Hackley  
215 Peachtree Street  
St. Simons Island, Georgia 31522

### ARTICLE IV CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$10,000.00 cash each shall be paid to the limited liability company by Robert J. Whren and Bruce Hackley.. Additional contributions will be made as required for investments purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

### ARTICLE V 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 percentage equal to the percentage of their contribution. The distributive share of the profits shall be determined and paid to the members as determined by the members at any time during the calendar year, but, not less than once during the calendar year.

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(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 in equal shares.

#### **ARTICLE VI 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 members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

#### **ARTICLE VII DURATION**

This limited liability company shall exist until December 1, 2026, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### **ARTICLE VIII MANAGEMENT**

This limited liability company shall be managed by Robert J. Whren 4450 Titleist Drive, Amelia Island, Florida 32034 and Bruce Hackley, 215 Peachtree Street, St. Simons Island, Georgia 31522, jointly, managing members, who shall serve until death, retirement, adjudication of insanity or incompetency or receipt of debtor relief under bankruptcy laws .

#### **ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office and the principal office of the limited liability company 4450 Titleist Drive, Amelia Island, Florida 32034 and the name of its initial registered agent at such address is Robert J. Whren.

#### **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

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foregoing constitutes the proposed Articles of Organization of H W HEALTH FINDERS, LLC

Executed by the undersigned at Fernandina Beach, Florida on August 31, 2001.

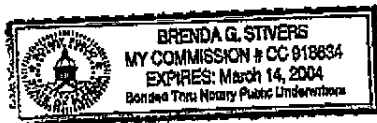
Sarah F. Adams  
Witness  
Brenda G. Stivers  
Witness

Robert J. Whren  
Robert J. Whren  
Bruce Hackley  
Bruce Hackley

STATE OF FLORIDA  
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this August 31, 2001 by Robert J. Whren and Bruce Hackley, who are personally known to me or who have produced \_\_\_\_\_ as identification.

Brenda G. Stivers  
Notary Public



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**CERTIFICATE DESIGNATING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

H W HEALTH FINDERS, LLC, A LIMITED LIABILITY COMPANY, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Organization, at Nassau County, Florida, has named Robert J. Whren as its registered agent to accept service of process within this state, who is located at the following registered office:

Robert J. Whren  
4450 Titleist Drive  
Amelia Island, Florida 32034

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.

  
\_\_\_\_\_  
Registered Agent

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