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Florida Department of State

Division of Corporations

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From:

**Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
Phone : (727) 441-8966
Fax Number : (727) 442-8470**

**LIMITED LIABILITY COMPANY
COASTAL MORTON PLANT CATH LAB, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$130.00

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**ARTICLES OF ORGANIZATION
OF
COASTAL MORTON PLANT CATH LAB, LLC**

The undersigned hereby certifies that it has formed a limited liability company under the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be COASTAL MORTON PLANT CATH LAB, LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

COASTAL MORTON PLANT CATH LAB, LLC.
455 Pinellas Street
Clearwater, FL 33756

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the

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Members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

General Powers

The limited liability company, consistent with the terms of its Operating Agreement, and its purpose of providing outpatient cardiac catheterization angiograph services, shall have the power to:

- (a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.
- (b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.
- (c) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.
- (d) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

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- (e) Elect or appoint managers and agents, define their duties, and fix their compensation.
- (f) Make and alter an Operating Agreement not inconsistent with these Articles of Organization or the laws of the State of Florida.
- (g) Indemnify a Member or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.
- (h) Cease its activities and surrender this Certificate of Organization.
- (i) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.
- (j) Transact any lawful business which the Members or the managers find to be in aid of governmental policy.
- (k) Have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE VI

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 625, Clearwater, FL 33756 and the initial registered agent at such address is Emil C. Marquardt, Jr. The limited liability 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. Emil C. Marquardt, Jr. is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

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ARTICLE VII**Members and Initial Capital Contributions**

The members and the total amount of cash initially contributed to the limited liability company are described on the attached Exhibit "A", which are made a part hereof by this reference.

ARTICLE VIII**Additional Contributions**

Additional contributions, if any, will be made by the Members as provided in the Operating Agreement adopted by the Members.

ARTICLE IX**Management**

The management of the limited liability company shall be vested in one manager. The Manager shall have the powers granted to it in the Operating Agreement. The name and address of the Manager is: Coastal Cardiology Consultants, P.A., 455 Pinellas Street, Suite 300 Clearwater, FL 33756.

ARTICLE X**Continuity of Business**

Upon the resignation, expulsion, bankruptcy or dissolution of a member, or upon 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 cease and the limited liability company shall not be dissolved unless the business of the limited liability company

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is terminated by the consent or agreement of four (4) of the six (6) members of the Governing Body.

Notwithstanding the resignation, expulsion, bankruptcy or dissolution of a Member, all contracts authorized by the limited liability company and executed by such Member in its representative capacity shall survive and shall inure to the benefit of the limited liability company.

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ARTICLE XI

Restrictions on Membership

No new members shall be admitted to the limited liability company without the prior consent of the existing members interests. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the Operating Agreement of the limited liability company.

ARTICLE XII

Operating Agreement

The members of the limited liability company shall adopt an Operating Agreement pertaining to the regulation, management and affairs of the limited liability company, 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 shall be amended only by the members of the limited liability company, in the manner prescribed in the Operating Agreement.

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ARTICLE XIII**Acknowledgment**

The undersigned, being the members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of COASTAL MORTON PLANT CATH LAB, LLC. These Articles of Organization may be amended from time to time by the vote of four (4) of the six (6) members of the Governing Body as set forth in the Operating Agreement in effect from time to time.

ARTICLE XIV**Voting**

Voting on issues relating to the activity of the limited liability company shall be governed by the vote of four (4) of the six (6) members of the Governing Body as set forth in the Operating Agreement

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 24th day of September, 2001.

By: 

Emil C. Marquardt, Jr.
Attorney and Authorized Representative
for the Members

Emil C. Marquardt, Jr., Esq.
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STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Emil C. Marquardt, Jr. to me personally known to be the individuals described in and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and acknowledged before me that they executed the same for the purposes therein expressed and in the capacities so stated.

WITNESS my hand and official seal at Clearwater, said County and State, this 24 day of Sept, 2001.

Barbara C. Foray
Notary Public
Print Name: Barbara C. Foray
My Commission Expires: 2/6/04

BARBARA C. FORAY
Notary Public - State of Florida
My Commission Expires Feb 6, 2004
Commission # CC903342

Emil C. Marquardt, Jr., Esq.
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EXHIBIT "A"

ARTICLES OF ORGANIZATION

FOR

COASTAL MORTON PLANT CATH LAB, LLC

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01 SEP 24Initial Contribution:

The initial contribution to the capital of COASTAL MORTON PLANT CATH LAB, LLC by its members is as follows:

<u>Member</u>	<u>Cash or Property</u>	<u>Interest</u>
COASTAL CARDIOLOGY CONSULTANTS, P.A.	\$16,250.00	65%
MORTON PLANT HOSPITAL ASSOCIATION, INC.	8,750.00	35%
TOTAL	\$25,000.00	100%

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

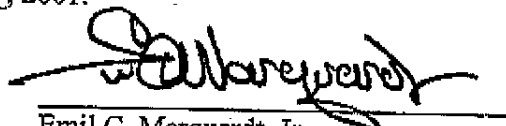
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
COASTAL MORTON PLANT CATH LAB, LLC
2. The name and address of the registered agent and office is:

Emil C. Marquardt, Jr.
625 Court Street
Suite 200
Clearwater, Florida 33756

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 24th day of September, 2001.


Emil C. Marquardt, Jr.

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