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Division of Corporations

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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

Florida Oncology of North Florida, P.L.

Certificate of Status	0
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Estimated Charge	\$125.00

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Department of State 3/4/2002 4:42 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 4, 2002

AKERMAN, SENGERRITT OF JACKSONVILLE

SUBJECT: FLORIDA ONCOLOGY OF NORTH FLORIDA, P.L.  
REF: W02000006113

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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.

The document must contain both the street address of the principal office and the mailing address of the entity.

You must remove the term "organizer" from the Articles.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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) 245-6967.

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**ARTICLES OF ORGANIZATION  
OF**

**FLORIDA ONCOLOGY OF NORTH FLORIDA, P. L.**

Pursuant to the Florida Limited Liability Act, Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the professional limited liability company organized hereby:

**ARTICLE I  
NAME, ADDRESS AND REGISTERED AGENT**

1.1 Name and Mailing Address. The name and mailing address of the professional limited liability company shall be Florida Oncology of North Florida, P.L. (the "Company"), 9143 Phillips Highway, Suite 560, Jacksonville, Florida 32256.

1.2 Principal Office. The principal office and mailing address of the Company shall be at 9143 Phillips Highway, Suite 560, Jacksonville, Florida 32256.

1.3 Registered Agent and Office. The street address of the Company's initial registered office is 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202, and its initial registered agent at such office shall be MOTOLAW, Inc.

**ARTICLE II  
DURATION AND CONTINUITY**

2.1 Duration. The duration of the Company shall be perpetual. If there are at least two (2) remaining members of the Company after 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 remaining members of the Company shall continue the business of the Company.

2.2 Voluntary Dissolution. The Company shall be voluntarily dissolved solely in accordance with the requirements of this Section. At a special members meeting called for the purpose of considering whether to vote on the resolution of the Managers recommending to the members the voluntary dissolution of the Company, the members shall consider and vote on whether to vote on the resolution of the Managers recommending to the members the voluntary dissolution of the Company. Notice of the meeting shall be sent to each member entitled to vote, no less than ten (10) nor more than sixty (60) days before the meeting date. Such notice shall state that the purpose, or one of the purposes, of the meeting is to consider dissolving the Company. If less than all the issued and outstanding shares are voted in favor of voting on the resolution of the Managers recommending to the members the voluntary dissolution of the Company, then the members shall not vote in the resolution of the Managers recommending to the members the voluntary dissolution of the Company and, until one year has passed, shall not

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hold another special members meeting called for the purpose of considering whether to vote on the resolution of the Managers recommending to the members the voluntary dissolution of the Company. If all the issued and outstanding shares of the Company are voted in favor of voting on the resolution of the Managers recommending to the members the voluntary dissolution of the Company, then a second special members meeting, which may be held no earlier than sixty (60) days after the first special members meeting, shall be called to vote on the resolution of the Managers recommending to the members the voluntary dissolution of the Company. At the special members meeting called for the sole purpose of considering whether to dissolve the Company voluntarily, the members shall consider and vote on whether to dissolve the Company voluntarily. If less than all the issued and outstanding shares are voted in favor of voluntary dissolution of the Company, then the Company shall not be dissolved and until one year has passed, the members shall not hold another special members meeting called for the purpose of considering whether to vote on voluntary dissolution of the Company. If all the issued and outstanding shares of the Company are voted in favor of voluntary dissolution of the Company, then the Company shall be voluntarily dissolved.

2.3 Amendment. The terms of this Article II of these Articles of Organization shall be amended only upon unanimous consent of the members of the Company.

### ARTICLE III PURPOSE

The purpose of the Company is to engage in the practice of medicine or osteopathic medicine and to own and hold such property, enter into contracts, and carry on any business useful for, incidental to, necessary for or appropriate for the successful operation of the foregoing activities; provided, however, that professional medical services shall be rendered only through officers, employees, agents and independent contractors who are duly licensed to practice medicine under the laws of the State of Florida.

The Company may do all and every thing necessary, advisable, proper or convenient for the accomplishment, attainment or furtherance of any of the purposes or objectives set forth in these Articles of Organization or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida Professional Service Corporation and Limited Liability Company Act, the Florida Business Corporation Act, or otherwise by law, or by these Articles of Organization.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Company, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes or powers of the Company otherwise permitted by law.

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**ARTICLE IV**  
**INITIAL MANAGERS**

The Company shall be managed by Managers elected by the members. The initial Managers shall consist of four (4) managers; provided, however, the number of managers may be increased or decreased from time to time in the manner provided in the manner provided in the operating agreement of the Company.

The name and address of the person who will serve as managers until the first annual meeting of the members or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Joel A. Stone, M.D.	1801 Barrs Street, Suite 800 Jacksonville, Florida 32204
Thomas A. Marsland, M.D.	2161 Kingsley Avenue, Suite 200 Orange Park, Florida 32073
Suneel L. Mahajan, M.D.	5742 Booth Jacksonville, Florida 32207
Laura Austin	50 North Laura Street, Suite 2500 Jacksonville, Florida 32202

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**ARTICLE V**  
**INDEMNIFICATION**

The managers of the Company, in their sole discretion, shall have the power, on behalf of the Company, to indemnify persons for whom indemnification is permitted by Section 608.4363 of the Act, as amended, to the fullest extent permissible under Section 608.4363 of the Act, and may purchase such liability, indemnification and/or other similar insurance as the Managers from time to time shall deem necessary or appropriate, in their sole discretion.

The Company may purchase and maintain liability, indemnification and/or other similar insurance on behalf of itself, and/or for any person who is or was a member, manager, officer, employee or agent of the Company or who is or was serving at the request of the Company as a member, director, manager, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against and/or incurred by the Company or person serving in such a capacity or arising out of his/her/its status as such a person or entity, whether or not the Company would otherwise have the power to indemnify such person against that liability.

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The power to indemnify and/or obtain insurance provided in this Article V shall be cumulative of any other power of the Managers and/or any rights to which such a person or entity may be entitled by law, the Articles of Organization and/or operating agreement of the Company, contract, other agreement, vote or otherwise.

**ARTICLE VI**  
**CONSENT IN LIEU OF MEETING**

Except as otherwise set forth in Article II of these Articles of Organization, any action which may be taken, or which is required by law or the Articles of Organization or regulations of the Company to be taken, at any annual or special meeting of (a) members may taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted thereon, and (b) managers may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by all managers.

IN WITNESS WHEREOF, the undersigned, a duly authorized representative of the members, has executed these Articles of Organization on behalf of the Company in accordance with Section 608.407 of the Act.

FLORIDA ONCOLOGY OF NORTH  
FLORIDA, P.L.

By: Laura Austin  
Laura Austin  
Its: Manager

Dated: March 4, 2002

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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In compliance with Chapter 608, Florida Statutes (2000), as amended from time to time (the "Act"), the following is submitted:

Florida Oncology of North Florida, P.L., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Motolaw, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.

DATED this 4th day of May, 2002.

By: Laura Austin  
Laura Austin, Manager

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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 4th day of March, 2002.

Motolaw, Inc.

By: Robert G. Shaffer II  
Robert G. Shaffer II  
Its: President

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