

L02000030877

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700198091137

03/29/11--01013--022 **60.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 MAR 29 AM 11:55
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2011 MAR 29 PM 2:07

B. KOHR
MAR 29 2011
EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 03/29/2011

REF. #: RA2315.145406

CORP. NAME: TIMPANO ACQUISITION, LLC

FILED STATE
SECRETARY OF CORPORATIONS
11 MAR 29 PM 2:07

- | | | |
|----------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: AMENDED & RESTATED ARTICLES OF ORGANIZATION | | |

STATE FEES PREPAID WITH CHECK# 539149 **FOR \$** 60.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|----------------------------------------------------|------------------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
TIMPANO ACQUISITION, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR 29 PM 2:07

The undersigned, a Member representative of Timpano Acquisition, LLC , a Florida Limited Liability Company (the "Company"), in accordance with the approval of the members of the Company, adopts the following Amended and Restated Articles of Organization, which amend and restate and supersede the Articles of Organization of the Company:

1. The name of the limited liability company is Timpano Acquisition, LLC.
2. The original Articles of Organization of the Company were filed with the Florida Secretary of State on November 18, 2002.
3. The Amended and Restated Articles of Organization of the Company were approved by unanimous approval of the members, were duly executed, and are being filed in accordance with Florida Statutes Section 608.411.
4. The Amended and Restated Articles of Organization of the Company are as follows:

ARTICLE I - Name:

The name of the limited liability company is Timpano Acquisition, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 9350 Conroy Windermere Road, Windermere, Florida 34786..

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Members, unless and until one or more managers are elected in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers, if any, shall be elected as described in the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only in accordance with the Operating Agreement of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Registered Agent and Office:

The registered agent for the Company shall be CorpDirect Agents, Inc., and the street address of the Company's registered office is 515 E Park Avenue, Tallahassee, Florida 32301.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IX - Indemnification:

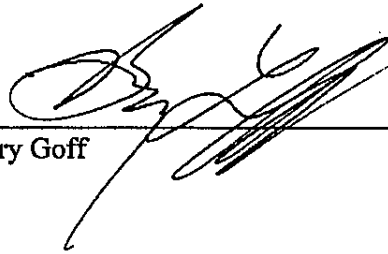
Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the

Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, 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 WITNESS WHEREOF, the undersigned Member representative has executed these Amended and Restated Articles of Organization as of this 24th day of March, 2011.



Barry Goff

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 Timpano Acquisition, LLC.
2. The name and address of the registered agent and office is:

CorpDirect Agents, Inc.
515 E Park Avenue
Tallahassee, Florida 32301.

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.

CORPDIRECT AGENTS, INC.

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary

Dated this 29th day of March, 2011.