

L02000031805

RECEIVED
02 NOV 26 PM 12:46
DIVISION OF CORPORATION

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000230532 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

AL

LIMITED LIABILITY COMPANY

JACARANDA OF SRQ, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

0399.10997

11/26/2002

11:14

CORPDIRECT → 2050383

NO.019 002

Department of State 11/26/2002 9:15 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

RECEIVED

02 NOV 26 PM 12:46

DIVISION OF CORPORATION

02 NOV 26 P.
SECRETARY OF S
TALLAHASSEE, FL

November 26, 2002

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: JACARANDA OF SRQ, L.L.C.
REF: W02000033497

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 is illegible and not acceptable for imaging.

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
Document Specialist

FAX Aud. #: W02000230532
Letter Number: 102A00063497

FILED

02 NOV 26 PM 3:14

**ARTICLES OF ORGANIZATION OF
JACARANDA OF SRQ, L.L.C.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certifies that we have associated ourselves together for the purposes 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **JACARANDA OF SRQ, L.L.C.**, and its principal office and mailing address is 1219 Jacaranda Blvd., Venice, FL 34292, in the County of Sarasota, State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these Articles 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 these Articles; and to hold, utilize, 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, 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 in these Articles and otherwise granted or permitted by law, while

H02000230532

FILED

H02000230532

02 NOV 26 PM 3:14

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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 set forth in these Articles, 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.

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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF 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 a majority vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company is to be initially managed by one (1) manager. The name and address of the person who shall serve as manager until the first annual meeting of members or until successors are elected and qualified are as follows:

H02000230532

FILED

02 NOV 26 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MATTHEW EHRLICH, MD
217 Esplanade South
Venice, FL 34285

ARTICLE V**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by majority 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 majority written consent of all members, as well as pursuant to any and all applicable provisions of the Company's Regulations and Operating Agreement and Company's Comprehensive Buy-Sell Agreement. Notwithstanding the previous sentence, in the event that the Articles of Organization and/or the Company's Regulations and Operating Agreement are inconsistent with the transfer of Membership interest provisions of the Company's Comprehensive Buy-Sell Agreement, if in effect, the Comprehensive Buy-Sell Agreement shall control.

On 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 on majority consent of the remaining members.

ARTICLE VI**PROFITS AND LOSSES**

(a) Profit Sharing. 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 the distributive share of the profits specified as follows:

Profits shall be allocated in accordance with the Company's Capital Account balances.

Additionally, the distributive share of the profits shall be determined and paid to the members each year as determined by the members.

(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 these sources are insufficient to cover such losses, by the members in the following shares:

H02000230532

11/26/2002

11:14

CORPDIRECT → 2050383

NO.019

007

H02000230532 FILED

02 NOV 26 PM 3:14

Losses shall be allocated in accordance with the Company's Capital Account balances.

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

DURATION

The date and time when the existence of the limited liability company shall commence shall be 12:01 A.M. on November 25, 2002. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

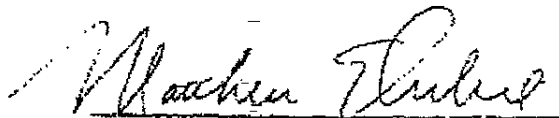
ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1219 Jacaranda Blvd., Venice, FL 34292, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Matthew Ehrlich, MD.

The undersigned, being an authorized representative, or member, of the limited liability company, certifies that this instrument constitutes the Articles of Organization of JACARANDA OF SRQ, L.L.C.

Executed by the undersigned on Nov 25th 2002.



Matthew Ehrlich, MD
Manager/Member

JAM:pjw\188-14 Jacaranda of SRQ Articles of Organization

H02000230532

11/26/2002

11:14

CORPDIRECT → 2050383

NO.019

006

H02000250532 D

02 NOV 26 PM 3: 14

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND OFFICE**SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Sections 608.415 and 608.507 of the Florida Statutes, the undersigned limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is: **JACARANDA OF SRQ, L.L.C.**


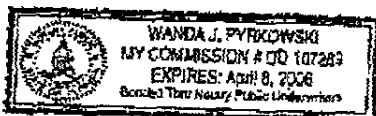
The name of the registered agent for **JACARANDA OF SRQ, L.L.C.**, is **MATTHEW EHRLICH**, and the street address of the company's principal office where the agent is 1219 Jacaranda Blvd., Venice, FL 34292, in the County of Sarasota, State of Florida.

This statement is to acknowledge that, as indicated above, **JACARANDA OF SRQ, L.L.C.**, has appointed me, **MATTHEW EHRLICH**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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

11/25/02
MATTHEW EHRLICH**STATE OF FLORIDA
COUNTY OF SARASOTA**

The foregoing instrument was acknowledged before me this 25th day of Nov. 2002 by **MATTHEW EHRLICH**, as registered agent, on behalf of **JACARANDA OF SRQ, L.L.C.**, a limited liability company, who (Notary choose one) ☐ is personally known to me, or ☒ has produced 5642-544-59-122-0 as identification.


Signature of Notary PublicWANDA J. PYRKOWSKI
Printed name/My Commission Expires: 4-8-06

H02000230532