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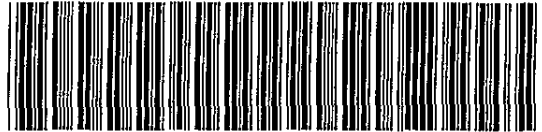
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3/18/03

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**HINES, NORMAN, HINES & SULLIVAN, P.L.**

**ATTORNEYS AT LAW**

**JAMES P. HINES  
RANDY MILLER  
CHRISTOPHER H. NORMAN  
JAMES P. HINES, JR.  
STEPHEN C. SULLIVAN  
ROBERT D. HINES**

315 S. Hyde Park Avenue  
Tampa, Florida 33606  
(813) 251-8659  
Fax (813) 254-6153

**OFFICES IN:**  
  
**TAMPA  
SUN CITY CENTER  
LAND O'LAKE**

March 18, 2003

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: **ST. JOHN'S SURGERY CENTER, LLC**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above-captioned limited liability company and our check in the amount of \$125.00 to cover the cost of the following:

Filing Fee	\$100.00
Registered Agent Fee	<u>25.00</u>
	\$125.00

Please file the Articles of Organization, date stamp the enclosed copy and return it to our office. **Also, please note that the effective date of the above-referenced Florida Limited Liability Company is March 18, 2003.**

Thank you for your assistance.

Very truly yours,

*Christopher Norman*

Christopher H. Norman

em

Enclosures

Check: \$125.00

cc: St. John's Surgery Center, LLC (w/o encls.)

Bill Hirsch, CPA (w/ encls.)

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**EFFECTIVE DATE**  
3/18/03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 24, 2003

CHRISTOPHER H. NORMAN  
HINES, NORMAN, HINES & SULLIVAN, P.L.  
315 S. HYDE PARK AVENUE  
TAMPA, FL 33606

SUBJECT: ST. JOHN'S SURGERY CENTER, LLC  
Ref. Number: W03000008329

We have received your document for ST. JOHN'S SURGERY CENTER, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Article X refers to Chapter 607, which is the Corporation statute.

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 003A00017789

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**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY**

The undersigned organizer and representative, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

**ARTICLE I - Name**

The name of the limited liability company created hereby (hereinafter, "the Company") is: **ST. JOHN'S SURGERY CENTER, LLC**

**ARTICLE II - Purpose**

The Company's business activities shall include, but not be limited to, the acquisition, disposition, leasing, management, and maintenance of real property and personal property, and managing investment and portfolio assets. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

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(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

### ARTICLE III - Address

The mailing address and street address of the principal office of the Company shall be as follows:

8901 Conference Drive  
Ft. Myers, Florida 33919

### ARTICLE IV - Duration

The existence of the Company shall commence on March 18, 2003, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

### ARTICLE V - Management

The Company shall be managed by a group of managers, and the names and addresses of said managers are:

Thomas A. Quigley, III  
6091 S. Pointe Blvd.  
Ft. Myers, FL 33919

Ronald W. Zolla  
17 Hawkes Street  
Marblehead, MA 01945

John A. Hirsch  
17 Hawkes Street  
Marblehead, MA 01945

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**ARTICLE VI - Members**

The names and addresses of the members of the Company shall be maintained by the Company and kept with its business records.

**ARTICLE VII - Admission of Additional Members**

The members may admit additional members in accordance with the operating agreement pertaining to the Company.

**ARTICLE VIII - Ownership**

The ownership interests of the members of the Company shall be in accordance with the membership or ownership certificates issued by the Company.


**ARTICLE IX - Registered Office and Agent**

The address of the initial registered office of the Company in the State of Florida is 315 S. Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is Christopher H. Norman.

**ARTICLE X - Membership Units**

The total number of membership units authorized to be issued by the Company shall be 10,000 units. Each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the manager or managers of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be nonassessable. The Company elects to have preemptive rights.

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.

  
\_\_\_\_\_  
Christopher H. Norman, Esq.,  
as Authorized Representative

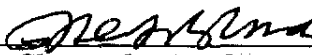
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE SECTION 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **ST. JOHN'S SURGERY CENTER, LLC**
  
2. The name and the Florida street address of the registered agent are:

Christopher H. Norman , Esq.  
Hines, Norman, Hines & Sullivan, P.L.  
315 South Hyde Park Avenue  
Tampa, Florida 33606

*Having been named as registered agent and to accept service of process for the above-named 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, as provided for in Chapter 608, Florida Statutes.*

  
\_\_\_\_\_  
Christopher H. Norman , Esq.,  
as Authorized Representative

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