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BRYANT & HIGBY, CHARTERED  
ATTORNEYS AT LAW

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ROWLETT W. BRYANT  
CLIFFORD C. HIGBY  
CECILIA REDDING BOYD

LYNN C. HIGBY  
(1938-1992)

March 1, 2004

Office of the Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Champion Medical Equipment Rentals and Sales, L.L.C.

Gentlemen:

Please find enclosed Articles of Organization of the above referenced Limited Liability Company. Also enclosed is my firm check in the amount of \$155.00, representing the \$100.00 filing fee for the Articles, \$25.00 for the Registered Agent Certificate and \$30.00 for a certified copy of the Articles.

I would appreciate receiving a certified copy of the Articles at your earliest convenience. Should you have any questions or comments regarding the enclosures, please feel free to call me collect at the number above.

I very much appreciate your cooperation in this regard.

Very truly yours,



Rowlett W. Bryant

RWB/mlw  
encls.

ARTICLES OF ORGANIZATION  
OF  
CHAMPION MEDICAL EQUIPMENT RENTALS AND SALES, L.L.C.  
A LIMITED LIABILITY COMPANY

THE UNDERSIGNED, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - NAME

The name of the Limited Liability Company (hereinafter referred to as "Company") is CHAMPION MEDICAL EQUIPMENT RENTALS AND SALES, L.L.C.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Limited Liability Company is 324 Long Avenue, Port St. Joe, Florida 32456.

ARTICLE III - REGISTERED AGENT,  
REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name of the Limited Liability Company's Registered Agent and his Florida street address are: Rowlett W. Bryant, 833 Harrison Avenue, Panama City, Florida 32401.

*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 as provided for in Chapter 608, F.S.*

  
Rowlett W. Bryant

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#### **ARTICLE IV - MANAGEMENT**

The Limited Liability Company shall be managed by its members. The name and address of the managing members are:

Michael Dale Simmons	1303 Savannah Drive Panama City, Fl 32405
Joseph Charles Edgecombe	812 Bradforced Circle Lynn Haven, Fl 32444

#### **ARTICLE V - ADMISSION OF NEW MEMBERS**

No additional members may be admitted to this Limited Liability Company without the consent of all members.

#### **ARTICLE VI - LIMITATION OF AUTHORITY**

Except in those instances where there is a single member, no member of the Limited Liability Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member, except that of the managing member.

#### **ARTICLE VII - REGULATIONS**

Any regulations relative to this Limited Liability Company must be in writing and signed by all of the Members.

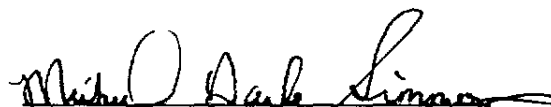
#### **ARTICLE VIII - EVENTS OF DISSOLUTION**

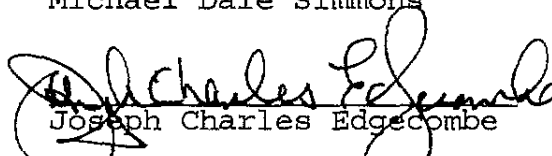
The Company shall be dissolved upon the happening of any of the following:

1. Upon written agreement of two-thirds of the Membership.
2. Upon the death, retirement, resignation, expulsion or bankruptcy of a Member or any other event which terminates the continued membership of a Member in

the Company, unless the remaining Members, within ninety (90) days after the event or occurrence, unanimously elect to continue the business of the Company pursuant to the terms of these Regulations.

IN WITNESS WHEREOF, the Undersigned Member has signed these Articles of Organization and acknowledged them to be his act this 1st day of march, 2004.

  
Michael Dale Simmons

  
Joseph Charles Edgcombe

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA)

COUNTY OF BAY )

THE FOREGOING was acknowledged before me this 1st day of march, 2004, by Michael Dale Simmons and Joseph Charles Edgcombe, who are personally known to me ~~or who~~ produced by Joseph Charles Edgcombe and FLA. Dr. License # E522-483-49-086-0, respectively, as identification.

  
NOTARY PUBLIC  
State of Florida at Large



Mary Lou Wilson  
MY COMMISSION # DD113306 EXPIRES  
May 7, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.