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The Law Office of Karen Powell Ward

Clary-Cobb Building = 1241 Airport Road = Suite H = Destin = Florida = 32541 office: 850-837-5507 = fax: 850-650-9659

Website: www.kwardlaw.com

Karen K. Powell Ward

Attorney Fla. I.C. R.E. Broker April 13, 2005

Ernail: kward@flaattorney.com

Department of State Division of Corporations Corporate Filings PO Box 6327

Eva B. Barsoum also admitted in New York Email: ebarsoum@flaattorney.com

Tallahassee, Florida 32314

Of Counsel, Estate & Estate Tax Planning:: Re: Alexander V. Hernandez, MD, PLC

Kenneth B. Wheeler Attorney, LLM., Tax Former IRS District Counsel Email: kwheeler@flaattorney.com Dear Sir or Madam:

Law Clerk Tax & WealthCare™ Consultant:

Attached is the original Articles of Organization for the above referenced company. Also, attached is check number 1528, in the amount of \$130.00 to cover filing fees. Please file the attached and provide my office with a certificate of status in the enclosed self addressed, postage paid envelope.

David L. Fleming J.D., L.LM., International Tax Email: dfleming@flaattorney.com Thank you and call me if you have any questions

Paralegal/Legal Assistant:

Sincerely,

Rita E. Foote, B.A.

William L. Ketchersid

veng with

Email: rfoote@flaattorney.com

Law Clerk for Karen Powell Ward

Business Manager/ Accounting:

Rodney R. Powell, B.S. Email: rpowell@flaattorney.com

ARTICLES OF ORGANIZATION FOR ALEXANDER V. HERNANDEZ, MD, PLC

The undersigned person acting as an organizer and member of this professional limited liability company, under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes (hereinafter the Act), adopts the following Articles of Organization:

- 1. Name. The name of the professional limited liability company is Alexander V. Hernandez, MD, PLC (hereinafter Company). The Company's existence shall commence April 11, 2005.
- 2. **Principal Place of Business.** The mailing address and street address of the principal office of the Company is:

301 Mulberry Court Niceville, Florida 32578

3. Registered Agent & Office. The name of the Company's registered agent, whose consent to Appointment as Registered Agent" is included with these Articles, is Alexander V. Hernandez, MD, and the address of the Company's Registered Office 49.

301 Mulberry Court Niceville, Florida 32578

- 4. **Management.** The business of the Company shall be conducted under the exclusive management of its member.
- 5. **Purpose.** This Company is formed to engage in every phase and aspect of the practice of medicine. In addition, the Company may invest the funds of the Company in real estate, mortgages stocks, bonds, or any other type of investments, and own real and personal property necessary for the rending of such professional services.
- 6. Restraint on Alienation of Shares. The member of the Company shall have the power to include in the Operating Agreement, or by separate agreement adopted by a majority of the Members of the Company, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding Member interests of the Company by any of its Members. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the Members of the Company. No Member of the Company may sell or transfer any interest in the Company except to another individual who is duly licensed, authorized and in good standing to practice medicine in the State of Florida, and is otherwise eligible to be a Member of the Company, and the sale or transfer may be made only after it has been approved at a Member meeting especially called for that purpose. If any Member becomes legally disqualified to practice medicine in the State of Florida or accepts employment that places restrictions or limitations on the continuous rendering of such

employment that places restrictions or limitations on the continuous rendering of such professional services, that Member's membership interests shall immediately become subject to purchase by the Company in accordance with the Operating Agreement adopted by the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to my act on this 11th day of April, 2005.

Alexander V. Hernandez, MD Organizer and Sole Member

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, ALGYANGE VI HERMANOC, accept appointment as registered agent, agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and further state that I am familiar with and accept the duties of my position as registered agent under Chapter 621, Florida Statutes.

Registered Agent

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