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Florida Department of State  
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## LIMITED LIABILITY AMENDMENT

ANIMAL ER OF SOUTHWEST FL LLC

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STATE OF FLORIDA  
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FROM PHOENIX LAW PARTNERS  
850-200-0351

(FRI) OCT 28 2005 10:25/ST. 10:23/No. 8660277781 P 2  
10/28/2005 8:51 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE  
Glenda H. Hood  
Secretary of State

October 28, 2005

ANIMAL ER OF SOUTHWEST FL LLC  
15201 N. CLEVELAND AVENUE #1400  
NORTH FORT MYERS, FL 33903

SUBJECT: ANIMAL ER OF SOUTHWEST FL LLC  
REF: L05000084589

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

If you are trying to file an amendment to the document that is attached must be titled amendment to articles of organization.

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) 245-6020.

Tammi Cline  
Document Specialist

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**AMENDED ARTICLES OF ORGANIZATION  
For a Domestic Limited Liability Company**

*Pursuant to Section 608.411(3) of the 2001 Florida Statutes, the undersigned executes the following articles ("Articles"), all to be effective upon filing, for purposes of amending and restating the Articles of Organization of Animal ER of Southwest FL LLC, a limited liability company formed under the laws of the State of Florida, to wit Chapter 608 of the 2001 Florida Statutes, ("the Company"), and originally filed with the Florida Department of State on the 25<sup>th</sup> day of August 2005:*

**ARTICLE I**

The name of the limited liability company is:

**ANIMAL ER OF SOUTHWEST FL LLC**

**ARTICLE II**

The principal office shall be located at  
**15201 N. Cleveland Avenue #1400, in the city of North Fort Myers, State of Florida,  
with the postal zip code being 33903.**

The mailing address is  
**15201 N. Cleveland Avenue #1400, North Fort Myers, Florida 33903.**

**ARTICLE III**

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

**ARTICLE IV**

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles. The Operating Agreement shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

**ARTICLE V**

The Company shall act under the direction of the members (each a "Member"), always pursuant to these Articles and the Operating Agreement.

**ARTICLE VI**

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The membership interests in the Company shall be of one class, each membership interest maintaining voting rights proportional to the Member's membership interest. Equity, profits and losses shall be allocated and distributed in accordance with the Operating Agreement.

Except because of the provisions governing the admittance of new Members by unanimous vote, each Member shall have preemptive rights to purchase membership interests in cash pro rata based on the Member's proportional voting rights pursuant to any offering by the Company.

The membership interests shall have no further rights or preferences other than those specifically mandated by the *Florida Limited Liability Company Act* or as otherwise specified in these Articles or the Operating Agreement.

The membership interests shall be limited in that all membership interests, including every portion thereof, shall be subject to the Company's right of first refusal ("Right of First Refusal"). This Right of First Refusal provides that all membership interests must be offered to the Company before sale or other transfer to any other person or entity, whether then a Member or not, under the exact terms of the proposed sale or transfer, so long as the proposed sale or transfer is at Fair Market Value, as defined infra. Where the proposed sale or transfer of the membership interests is not at Fair Market Value, as defined infra, the Company, at Company's option, may substitute the price terms with Fair Market Value, as defined infra, or, if Fair Market Value, as defined infra, is not readily available, then book value calculated in accordance with generally accepted accounting principles. "Fair Market Value" means the price a particular property item will bring when offered for sale by a willing seller to a willing buyer in an arm's length transaction, neither being obliged to buy or sell.

If adopted by the Members, the membership interests may be further limited by encumbrances arising from the Member shortfall provisions of the Operating Agreement.

The membership interests shall have no other limitations other than those specifically mandated by the *Florida Limited Liability Company Act* or as specified in these Articles or the Operating Agreement.

#### ARTICLE VII

In accordance with the distribution rules of the Operating Agreement, the Company shall distribute to the Members, prior to the fifteenth (15<sup>th</sup>) day of the third (3<sup>rd</sup>) month following the close of the Company's taxable year, or as soon thereafter as determined in accordance with the *Internal Revenue Code of 1986, as amended*, ("IRC"). ("Tax Distribution Date") the lesser of (i) the Net Cash Flow, as defined infra, if any; and (ii) the collective distributive share, as defined by and calculated in accordance with the IRC, of all the Members multiplied by the highest income tax rate set forth in IRC 1 ("Tax Distribution"). The Members may forego or reduce the Tax Distribution for any particular Tax Distribution Date upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Members within thirty (30) days of the particular Tax Distribution Date for which the Members consider foregoing or reducing a Tax Distribution; but, the Tax Distribution requirements of this Article shall never be waived, estopped or otherwise prevented by any preceding election by the Members to forego or reduce a Tax Distribution. "Net Cash Flow" means the lesser of (i) the net change of the Company's cash balances during the prior taxable year calculated in accordance with generally

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accepted accounting principles; and (ii) the Company's cash balances at the end of the year, less reasonable reserves for working capital and projected cash requirements, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the Company as a going concern, all calculated in accordance with generally accepted accounting principles as limited by the IRC.

**ARTICLE VII**

The Company shall exist in perpetuity, unless dissolved pursuant to the Florida Limited Liability Company Act or as provided in the Operating Agreement.

**ARTICLE IX**

All documents evidencing membership interests shall clearly bear legends indicating that the membership interests are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws and with other rights, limitations, preferences and elections as expressed in these Articles.

**ARTICLE X**

Additional Members may be admitted to the Company upon the unanimous vote of all of the Members of the Company.

**ARTICLE XI**

The Articles may only be amended, superseded or repealed upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Members.

**ACKNOWLEDGMENT**

I, Managing Member of the Company, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Company by any person or entity prior to the Company's formation, if any, execute these Articles this 10th day of October 2005.

  
Sharon J. Powell

2005 OCT 28 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FROM PHOENIX LAW PARTNERS

((FRI)OCT 28 2005 10:26/ST. 10:23/No. 8660277781 P 6  
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ANIMAL ER OF SOUTHWEST FL LLC  
Membership Listing

The Initial Managing Members of the Company are:

Andrea Jane Bivens  
Christopher Scott Irby  
Sharon J. Powell

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TALLAHASSEE, FLORIDA

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