

L06000119280

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900082024199

12/18/06--01010--018 \*\*125.00

RECEIVED  
06 DEC 18 AM 10:25  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
06 DEC 18 AM 11:08  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

Charter Number Only

12/15 Karing

Cost management  
 Requestor's Name  
 4805 NW 79 Ave #9  
 Address  
 MIAMI, FL 33166  
 City State ZIP Phone  
 5151F

VALIDATION ONLY

FILED  
 06 DEC 18 AM 11:08  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Hemonc-Care, LLC

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                      |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                        |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report   | <input checked="" type="checkbox"/> Other <u>LLC</u> |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent  |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal      |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                  |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up          |
|  |  | <input type="checkbox"/> Mail Out                    |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

  
 Empire Toll Free: 1-800-432-3028

**ARTICLES OF ORGANIZATION  
OF  
HEMONC-CARE, LLC**

PAGE 1 OF 4

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 DEC 18 AM 11:08

**FILED**

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A LIMITED LIABILITY COMPANY UNDER THE FLORIDA LIMITED LIABILITY COMPANY ACT, FLORIDA STATUTES CHAPTER 608, HEREBY MAKES, ACKNOWLEDGES, AND FILES THE FOLLOWING ARTICLES OF ORGANIZATION.

**ARTICLE 1-NAME**

THE NAME OF THE LIMITED LIABILITY COMPANY SHALL BE HEMONC-CARE, LLC ("COMPANY").

**ARTICLE 2- ADDRESS**

THE PRINCIPAL PLACE OF BUSINESS OF THE COMPANY IN FLORIDA SHALL BE 11760 SW 40 STREET # 741 MIAMI, FLORIDA 33175 AND THE MAILING ADDRESS SHALL BE 11760 SW 40 STREET # 741 MIAMI, FLORIDA 33175.

**ARTICLE 3- EFFECTIVE DATE**

THESE ARTICLE OF ORGANIZATION SHALL BE EFFECTIVE IMMEDIATELY UPON APPROVAL OF SECRETARY OF STATE OF FLORIDA.

**ARTICLE 4- DURATION**

SUBJECT TO THE PROVISIONS OF ARTICLE 9, THE COMPANY'S EXISTENCE SHALL TERMINATE NO LATER THAN 99 YEARS FROM ITS DATE OF COMMENCEMENT, UNLESS THE COMPANY IS EARLIER DISSOLVED AS PROVIDED IN THESE ARTICLES OF ORGANIZATION.

**ARTICLE 5- PURPOSES AND POWERS**

THE GENERAL PURPOSE FOR WHICH THE COMPANY IS ORGANIZED IS TO ENGAGE IN THE FIELD OF MEDICINE. IT OPERATES AS A MEDICAL OFFICE. IT IS ORGANIZED TO OPERATE ANY LAWFUL BUSINESS FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA. THE COMPANY SHALL HAVE ALL THE POWERS GRANTED TO A LIMITED LIABILITY COMPANY UNDER THE LAWS OF THE STATE OF FLORIDA.

#### **ARTICLE 6- REGISTERED OFFICE AND REGISTERED AGENT**

THE INITIAL ADDRESS OF REGISTERED OFFICE OF THIS COMPANY IS  
LOUIS F. CAST AT 4805 NW 79 AVE # 9 DORAL, FL 33166.

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THIS COMPANY  
IS LOUIS F. CAST, 4805 NW 79 AVE # 9 DORAL, FL 33166.

#### **ARTICLE 7- ADMISSION OF NEW MEMBERS**

NO ADDITIONAL MEMBER(S) SHALL BE ADMITTED TO THE COMPANY  
EXCEPT WITH THE UNANIMOUS WRITTEN CONSENT OF ALL THE  
MEMBER(S) OF THE COMPANY AND UPON SUCH TERMS AND CONDITIONS  
AS SHALL BE DETERMINED BY THE ENTIRE MEMBER(S). A MEMBER MAY  
TRANSFER HIS OR HER INTEREST IN THE COMPANY AS SET FORTH IN THE  
REGULATIONS OF THE COMPANY, BUT THE TRANSFEREE SHALL HAVE NO  
RIGHT TO PARTICIPATE IN THE MANAGEMENT OF THE BUSINESS AND  
AFFAIRS OF THE COMPANY OR BECOME A MEMBER UNLESS ALL THE  
OTHER MEMBER(S) OF THE COMPANY OTHER THAN THE MEMBER  
PROPOSING TO DISPOSE OF HIS OR HER INTEREST APPROVE OF THE  
PROPOSED TRANSFER BY UNANIMOUS WRITTEN CONSENT.

#### **ARTICLE 8- TERMINATION OF EXISTENCE**

THE COMPANY SHALL BE DISSOLVED UPON THE DEATH, RETIREMENT,  
RESIGNATION, EXPULSION, BANKRUPTCY, OR DISSOLUTION OF A MEMBER  
OR MANAGER, OR UPON THE OCCURRENCE OF ANY OTHER EVENT THAT  
TERMINATES THE CONTINUED MEMBERSHIP OF A MEMBER IN THE  
COMPANY, UNLESS THE BUSINESS OF THE COMPANY IS CONTINUED BY  
THE CONSENT OF ALL THE REMAINING MEMBERS, PROVIDED THERE ARE  
AT LEAST ONE REMAINING MEMBER.

#### **ARTICLE 9- MANAGEMENT**

THE COMPANY SHALL BE MANAGED BY A MANAGER(S) IN ACCORDANCE  
WITH REGULATIONS ADOPTED BY THE MEMBER(S) FOR THE  
MANAGEMENT OF THE BUSINESS AND AFFAIRS OF THE COMPANY. THESE  
REGULATIONS MAY CONTAIN ANY PROVISIONS FOR THE REGULATION  
AND MANAGEMENT OF THE AFFAIRS OF THE COMPANY NOT  
INCONSISTENT WITH LAW OR THESE ARTICLES OF ORGANIZATION. THE  
NAMES OF ALL SUCH MANAGER(S) WHO IS/ARE TO SERVE AS MANAGER(S)  
IS/ARE:

OPERATINGMANAGER:                      RAMON E. RODRIGUEZ-TORRES

WHOSE ADDRESSES SHALL BE 11760 SW 40 STREET # 741 MIAMI, FLORIDA 33175.

#### **ARTICLE 10- INDEMNIFICATION**

THE COMPANY SHALL INDEMNIFY MANAGERS AND OFFICERS OF THE COMPANY WHO WAS WHOLLY SUCCESSFUL, ON THE MERITS OR OTHERWISE, IN THE DEFENSE OF ANY PROCEEDING TO WHICH THE MANAGER OR OFFICER WAS A PARTY BECAUSE THE MANAGER OR OFFICER IS OR WAS A MANAGER OR OFFICER OF THE COMPANY AGAINST REASONABLE ATTORNEY FEES AND EXPENSES INCURRED BY THE MANAGER OR OFFICER IN CONNECTION WITH THE PROCEEDING. THE COMPANY MAY INDEMNIFY AN INDIVIDUAL MADE A PARTY TO A PROCEEDING BECAUSE THE INDIVIDUAL IS OR WAS A MANAGER, OFFICER, EMPLOYEE OR AGENT OF THE COMPANY AGAINST LIABILITY IF AUTHORIZED IN THE SPECIFIC CASE AFTER DETERMINATION, IN THE MANNER REQUIRED BY THE MEMBER(S), THAT INDEMNIFICATION OF THE MANAGER, OFFICER, EMPLOYEE OR AGENT, AS THE CASE MAY BE, IS PERMISSIBLE IN THE CIRCUMSTANCES BECAUSE THE MANAGER, OFFICER, EMPLOYEE OR AGENT HAS MET THE STANDARD OF CONDUCT SET FORTH BY THE MEMBER(S). THE INDEMNIFICATION AND ADVANCEMENT OF ATTORNEY FEES AND EXPENSES FOR MANAGERS, OFFICERS, EMPLOYEES AND AGENTS OF THE COMPANY SHALL APPLY WHEN SUCH PERSONS ARE SERVING AT THE COMPANY'S REQUEST WHILE A MANAGER, OFFICER EMPLOYEE OR AGENT OF THE COMPANY, AS THE CASE MAY BE, AS A MANAGER, OFFICER, PARTNER, TRUSTEE, EMPLOYEE OR AGENT OF ANOTHER OREIGN OR DOMESTIC COMPANY, PARTNERSHIP, JOINT VENTURE, TRUST, EMPLOYEE BENEFIT PLAN OR OTHER ENTERPRISE, WHETHER OR NOT FOR PROFIT, AS WELL AS IN THEIR OFFICIAL CAPACITY WITH THE COMPANY. THE COMPANY ALSO MAY PAY FOR OR REIMBURSE THE REASONABLE ATTORNEY FEES AND EXPENSES INCURRED BY A MANAGER, OFFICER, EMPLOYEE OR AGENT OF THE COMPANY WHO IS A PARTY TO A PROCEEDING IN ADVANCE OF FINAL DISPOSITION OF THE PROCEEDING. THE COMPANY ALSO MAY PURCHASE AND MAINTAIN INSURANCE ON BEHALF OF AN INDIVIDUAL ARISING FROM THE INDIVIDUAL'S STATUS AS A MANAGER, OFFICER, EMPLOYEE OR AGENT OF THE COMPANY, WHETHER OR NOT THE COMPANY WOULD HAVE POWER TO INDEMNIFY THE INDIVIDUAL AGAINST THE SAME LIABILITY UNDER THE LAW. ALL REFERENCES IN THESE ARTICLES OF ORGANIZATION ARE DEEMED TO INCLUDE ANY AMENDMENT OR SUCCESSOR THERETO. NOTHING CONTAINED IN THESE ARTICLES OF ORGANIZATION SHALL LIMIT OR PRECLUDE THE EXERCISE OF ANY RIGHT RELATING TO INDEMNIFICATION OR ADVANCE OF ATTORNEY FEES AND EXPENSES TO ANY PERSON WHO IS OR WAS A MANAGER, OFFICER, EMPLOYEE OR

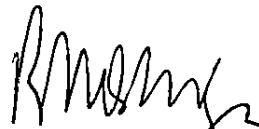
INDEMNIFICATION OR ADVANCE OF ATTORNEY FEES AND EXPENSES TO ANY PERSON WHO IS OR WAS A MANAGER, OFFICER, EMPLOYEE OR

PAGE 4 OF 4

AGENT OF THE COMPANY OR THE ABILITY OF THE COMPANY OTHERWISE TO INDEMNIFY OR ADVANCE EXPENSES TO ANY SUCH PERSON BY

CONTRACT OR IN ANY OTHER MANNER. IF ANY WORD, CLAUSE OR SENTENCE OF THE FOREGOING PROVISIONS REGARDING INDEMNIFICATION OR ADVANCEMENT OF THE ATTORNEY FEES OR EXPENSES SHALL BE HELD INVALID AS CONTRARY TO LAW OR PUBLIC POLICY, IT SHALL BE SEVERABLE AND THE PROVISIONS REMAINING SHALL NOT BE OTHERWISE AFFECTED. ALL REFERENCES IN THESE ARTICLES OF ORGANIZATION TO MANAGER, OFFICER, EMPLOYEE AND AGENT SHALL INCLUDE THE HEIRS, ESTATES, EXECUTORS, ADMINISTRATORS AND PERSONAL REPRESENTATIVES OF SUCH PERSONS.

**IN WITNESS WHEREOF**, I HAVE HEREUNTO SET MY HAND AND SEAL, ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, THIS NOVEMBER 06, 2006.



RAMON E. RODRIGUEZ TORRES

#### ARTICLE 11

#### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I, LOUIS F. CAST HAVING A BUSINESS OFFICE AT 4805 NW 79 AVE # 9 DORAL FL, 33166 AND HAVING BEEN DESIGNATED AS THE REGISTERED AGENT IN THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION, AM FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE POSITION OF REGISTERED AGENT UNDER THE APPLICABLE PROVISIONS OF THE FLORIDA STATUTES.



LOUIS F. CAST, REGISTERED AGENT