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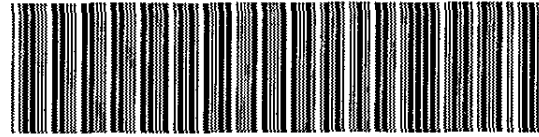
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Please Reply to:
St. Petersburg, FL
lammons@trenam.com

March 29, 2007

VIA REGULAR MAIL

Registration Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Medi Weight Loss – St. Petersburg – Physicians Group, P.A.

Dear Sir or Madam:

I am enclosing the above-referenced Articles of Organization for filing with the Secretary of State. Please file upon receipt. Also enclosed is Check No. 2995 for \$125.00, which amount represents the filing fee.

If you have any questions, please call me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lori L. Ammons'. The signature is fluid and cursive, with the first name 'Lori' and last name 'Ammons' clearly distinguishable.

Lori L. Ammons
Legal Assistant

cc: Edward A. Zbella, M.D (w/enclosures)

Enclosures (2)

Department of State -Articles of Organization/Zbella-1934979v1

101 E. Kennedy Boulevard, Suite 2700
Tampa, Florida 33602
Tel: (813) 223-7474
Fax: (813) 229-6553

www.trenam.com

200 Central Avenue, Suite 1600
St. Petersburg, Florida 33701
Tel: (727) 896-7171
Fax: (727) 822-8048

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ARTICLES OF ORGANIZATION
of
MEDI WEIGHT LOSS - ST. PETERSBURG - PHYSICIANS GROUP, P.L.

The undersigned, as "Members," desiring to form a limited liability company under and pursuant to the Florida Professional Corporation and Limited Liability Company Act, Chapter 621 Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I.
NAME

The name of the limited liability company is **Medi Weight Loss - St. Petersburg - Physicians Group, P.L.** (the "Company").

ARTICLE II.
ADDRESS

The Company's initial principal street and mailing address is 3268 66th Street North, St. Petersburg, FL 33710.

ARTICLE III.
DURATION AND CONTINUATION

The duration of the Company commences upon filing these Articles. The Company shall have perpetual existence. The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member will not cause dissolution of the Company, and the remaining Member(s) have the right to continue the business of the Company, such to the provision of these Articles and applicable law.

ARTICLE IV.
PURPOSE

The purpose for which the Company is being formed is to engage in the practice of medicine, and each of its subspecialties, without limitation.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent of the Company to accept service of process within this state are:

Name: Edward A. Zbella M.D.
Address: 3268 66th Street North
St. Petersburg, FL 33710

ARTICLE VII.
MEMBERS

A. Persons who have interests in the capital of the Company are referred to herein as "Members." The interests of a Member in the Company are referred to as "Shares." Additional Members may be admitted upon the approval of the Members of the Company in the manner set forth in the "Operating Agreement" between the Company and its Members; however, no one may be admitted as a Member unless such person is a physician licensed to practice medicine in Florida under chapters 458 or 459, or their successor chapters. No transfer of a Member's Shares shall be permitted except in accordance with the Operating Agreement.

B. If any Member who has been rendering professional services as a physician to the public becomes legally disqualified to render professional services as a physician within the State of Florida, or if the Member accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services in Pinellas County then, in any such event, such person's office and/or employment with, and/or Shares in, this Company shall immediately and automatically cease and terminate except to receive payment for whatever Shares in this Company may be owned by the person as a Member.

C. The Shares of the Member whose interest is terminated because of the application of the preceding subparagraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment).

D. The Shares owned by a Member who has become disqualified to render professional services as a physician shall forthwith be transferred, sold, purchased,

or redeemed at such price or value and under such terms as are authorized or set forth in the Operating Agreement or other Members' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code then in effect.

E. However, if a sole Member of this Company becomes disqualified to render professional services for the Company, the Company shall cease all business or professional activity until the Member's Shares are transferred to a person duly qualified to render professional services as a physician, or until the Company is liquidated and dissolved, or until those Articles are amended into a regular business organization under applicable law, and for those limited purposes only the Member shall have voting rights as to his or her Shares.

ARTICLE VIII. MANAGEMENT

The Company is a manager-managed company.

ARTICLE IX. EMERGENCY REGULATIONS

The power to adopt, alter, amend, or repeal the Operating Agreement is vested in the Members of the Company. However, the Manager(s) may adopt emergency "Regulations," provided no such Regulations shall change the procedures for calling Member or Manager meetings, setting quorum requirements or designating substitute or additional Managers.

ARTICLE X VOTING OF MEMBERS

The voting rights of Members shall be specified in the Operating Agreement. Members may have voting or non-voting Shares.

ARTICLE XI. CAPITAL ACCOUNTS OF MEMBERS

Each Member of the Company shall maintain a capital account in accordance with the Operating Agreement.

**ARTICLE XII.
PROFITS AND LOSSES**

Except as otherwise provided in the Operating Agreement, profits, losses, and credits shall be allocated among Members in the ratios of their respective Shares.

IN WITNESS WHEREOF, the undersigned, has hereunto signed these Articles as of the 25 day of March, 2007 for the purpose of organizing this Company under the laws of the State of Florida.



Edward A. Zbella, M.D.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. March 25, 2007.



Edward A. Zbella, M.D.