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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

Central Florida Veterinary Associates, PLC

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Help

H07000174335 3

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**ARTICLES OF ORGANIZATION  
OF**

**CENTRAL FLORIDA VETERINARY ASSOCIATES, PLC**

**A Florida Professional Service Limited Liability Company**

**ARTICLE 1  
NAME**

The name of this Professional Service Limited Liability Company is: Central Florida Veterinary Associates, PLC.

**ARTICLE 2  
PURPOSE**

The purpose for which this professional service limited liability company is initially organized is to engage in every phase and aspect of the practice of veterinary medicine rendering the same professional services to the public that a veterinarian duly licensed under Florida laws is authorized to render, but such services will be rendered only through the company's officers, employees, and agents who are duly authorized under Florida laws to practice veterinary medicine. The company also may engage in any or all lawful business which professional service limited liability companies practicing veterinary medicine may engage in under the Florida Professional Service Limited Liability Company Act.

**ARTICLE 3  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing and street address of the principal office of the professional service limited liability company is 83 Sandcastle Drive, Ormond Beach, Florida 32176. The name and address of the registered agent of the professional service limited liability company is Palmetto Charter Services, Inc., 150 Magnolia Avenue, Daytona Beach, FL 32114.

**ARTICLE 4  
MANAGEMENT**

The professional service limited liability company is to be a manager-managed company. The name and address of its Managers are:

Aman S. Sukhija, D.V.M.  
83 Sandcastle Drive  
Ormond Beach, Florida 32176

H07000174335 3

H07000174335 3

Thomas W. MacPhail, D.V.M.  
2120 International Speedway Blvd.  
DeLand, FL 32724

Deborah C. Ulbrich, D.V.M.  
2120 International Speedway Blvd.  
DeLand, FL 32724

#### **ARTICLE 5 MEMBERS**

Interest in this professional service limited liability company shall be issued only to individuals who are duly licensed to render services as a veterinarian under the laws of the State of Florida, or to professional corporations or professional service limited liability companies legally authorized under the laws of the State of Florida to render professional veterinary services.

#### **ARTICLE 6**

##### **DISQUALIFICATION OF MEMBERS, OFFICERS, AGENTS, AND EMPLOYEE**

If any officer, member, manager, agent or employee of this professional service limited liability company who has been rendering professional veterinary services to the public, becomes legally disqualified to render such services within the State or accepts employment which, pursuant to existing laws, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, this professional service limited liability company forthwith.

#### **ARTICLE 7 VOTING TRUSTS**

No member of this professional service limited liability company shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his membership interest.

#### **ARTICLE 8 INDEMNIFICATION**

To the fullest extent permitted by law, this professional service limited liability company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the company or is or was serving at the request of the company as a manager, managing member, director, or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the Operating Agreement of

H07000174335 3

H07000174335 3

the company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

**ARTICLE 9  
AMENDMENT**

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned members do hereby execute and acknowledge these articles of organization this 22<sup>nd</sup> day of July, 2007.

By: 

Arman S. Sukhija, D.V.M., Manager, Member

By: 

Thomas W. MacPhail, D.V.M., Manager, Member

By: 

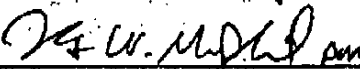
Deborah C. Ulbrich, D.V.M., Manager, Member


H07000174335 3

**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND STREET ADDRESS FOR  
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, Central Florida Veterinary Associates, PLC hereby designates PALMETTO CHARTER SERVICES, INC., 150 Magnolia Ave., Daytona Beach, FL 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

By:   
Aman S. Sukhija, D.V.M., Manager, Member

By:   
Thomas W. MacPhail, D.V.M., Manager, Member

By:   
Deborah C. Ulbrich, D.V.M., Manager, Member

**ACCEPTANCE OF DESIGNATION**

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of CENTRAL FLORIDA VETERINARY ASSOCIATES, PLC for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC., a Florida corporation

  
By: Scott Cichon  
Its: Vice President

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