

**EXAMINER**



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MORGAN P. LYNCH  
JEFFREY C. MARTY  
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BRIAN A. OLTCHICK

April 2, 2008

Gina McLeod, Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Digestive and Liver Diseases Associates, P.L.  
SBJA File No.: 2008-06034

Dear Ms. McLeod:

Enclosed please find the following documents:

1. Original and one copy of the Articles of Organization of DIGESTIVE and LIVER DISEASES ASSOCIATES, P.L., and
2. Copy of your letter dated March 17, 2008.

Please do the following:

1. File the original Articles of Organization with an effective date of March 12, 2008, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail in the enclosed self-addressed, stamped envelope provided for that purpose.
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,

Sponsler Bennett Jacobs & Adams, P.A.

John F. Wendel

JFW/jad 080218162833.DOC  
enclosures

REPLY TO: Lakeland

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LAKELAND 336 WEST HIGHLAND DRIVE • SUITE 336 • LAKELAND, FLORIDA 33813 • PHONE: 863 644.9911 • FAX: 863 644 9904  
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www.sponslerbennett.com

ARTICLES OF ORGANIZATION

OF

DIGESTIVE AND LIVER DISEASES ASSOCIATES, P.L.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
08 MAR 12 AM 11:19

The undersigned, doctors of medicine duly licensed and legally authorized to render professional medical services by and in the State of Florida, desiring to form a professional limited liability company pursuant to Chapter 608 and to Chapter 621, Florida Statutes, execute these Articles of Organization.

**ARTICLE I.**

The name of the professional limited liability company is DIGESTIVE AND LIVER DISEASES ASSOCIATES, P.L.

**ARTICLE II**

The existence of this professional limited liability company shall commence on March 12, 2008.

**ARTICLE III.**

The professional limited liability company shall have perpetual duration.

**ARTICLE IV.**

The street address of the initial principal office of the corporation is 1114 South Florida Avenue, Lakeland, Florida 33803, and the mailing address of the corporation is 1114 South Florida Avenue, Lakeland, Florida 33803.

**ARTICLE V.**

A. The purpose for which the professional limited liability company is organized is the rendering of professional medical services through members, employees, and agents who are duly licensed as doctors of medicine by and in the State of Florida or otherwise legally authorized to render such professional medical services within the State of Florida; provided, however, this provision shall not be interpreted to include in the term "employee," as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering such professional medical services to the public for which licensing as doctors of medicine by and in the State of Florida or other legal authorization is required; and, provided further, that nothing contained herein shall be interpreted to require that the right of an individual to be a member of the professional limited liability company, or to organize the professional limited liability company, is dependent upon the present

or future existence of an employment relationship between him or her and the professional limited liability company, or his or her present or future active participation in any capacity in the production of the income of the professional limited liability company or in the performance of the professional medical services rendered by the professional limited liability company.

B. The professional limited liability company shall not engage in any business other than the rendering of professional medical services for which it is specifically organized; provided, however, that nothing herein shall be interpreted to prohibit the professional limited liability company from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional medical services.

#### **ARTICLE VI.**

A. The professional limited liability company may only have as its members a professional corporation, a professional limited liability company, or an individual who is duly licensed as a doctor of medicine by and in the State of Florida or otherwise legally authorized to render professional medical services in the State of Florida. No member of the professional limited liability company shall enter into a voting trust agreement or any other type agreement vesting another person or entity with the authority to exercise the member's voting power in the professional limited liability company.

B. If any member, employee, or agent of the professional limited liability company who has been rendering professional medical services to the public becomes legally disqualified to render such professional medical services within the State of Florida or accepts employment that, pursuant to law, places restrictions or limitations upon that person's continued rendering of such professional medical services, that person shall sever all employment with, and financial interests in, the professional limited liability company forthwith.

C. No member of the professional limited liability company may sell or transfer his or her membership in the professional limited liability company except to another professional corporation, professional limited liability company, or individual, each of which or whom must be eligible to be a member of the professional limited liability company.

#### **ARTICLE VII.**

The name and street address of the initial registered agent of the professional limited liability company is David J. Vargas, M.D., 1114 South Florida Avenue, Lakeland, Florida 33803

#### **ARTICLE VIII.**

The members of the professional limited liability company may admit additional members to the professional limited liability company with the written consent of each member of the professional limited liability company.

## ARTICLE IX.

The remaining members of the professional limited liability company have the right to continue the business on the bankruptcy, death, dissolution, expulsion, resignation, or retirement of a member, or the occurrence of any other event which terminates the continued membership of a member of the professional limited liability company.


## ARTICLE X.

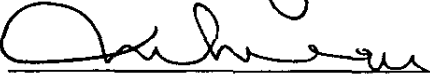
The management of the professional limited liability company shall be vested in its members. The professional limited liability company shall be a member-managed company.

The initial members of this professional limited liability company are:

1. David J. Vargas, M.D., 1114 South Florida Avenue, Lakeland, Florida 33803
2. Mahmudul Haque, M.D., 1114 South Florida Avenue, Lakeland, Florida 33803

IN TESTIMONY WHEREOF, the undersigned, being all of the initial members of DIGESTIVE AND LIVER DISEASES ASSOCIATES, P.L., executed these Articles of Organization this 6<sup>TH</sup> day of March, 2008.

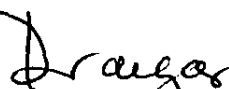
  
\_\_\_\_\_  
David J. Vargas, M.D., Member

  
\_\_\_\_\_  
Mahmudul Haque, M.D., Member

## ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, David J. Vargas, M.D., having been designated to serve as Registered Agent of DIGESTIVE AND LIVER DISEASES ASSOCIATES, P.L., hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of that office.

DATED this 6<sup>TH</sup> day of March, 2008.

  
\_\_\_\_\_  
David J. Vargas, M.D., Registered Agent