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2009 FEB -9 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
FEB 10 2009
EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: National Surgical Centers of America, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer Lieberman

(Name of Person)

National Pain Institute, LLC

(Firm/Company)

951 Broken Sound Parkway NW, Suite 225

(Address)

Boca Raton, FL 33487

(City/State and Zip Code)

For further information concerning this matter, please call:

Jennifer D. Lieberman, Esq. at (561) 241-9300

(Name of Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☒ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

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

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
NATIONAL SURGICAL CENTERS OF AMERICA, LLC
A Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

The undersigned, acting as the members of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for **NATIONAL SURGICAL CENTERS OF AMERICA, LLC** (the "Company"):

ARTICLE I

NAME

The name of the Company is **NATIONAL SURGICAL CENTERS OF AMERICA, LLC** and its principal place of business shall be in the City of Winter Park, County of Orange County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The limited liability company shall exist until dissolved in a manner provided by law, or as provided in accordance with the regulations adopted by the Members.

ARTICLE III

ADDRESS

The mailing address of the principal office of the Company is 951 Broken Sound Parkway NW, Suite 225, Boca Raton, Florida 33487 and the street address of the principal office of the Company is 1693 Lee Road, Winter Park, Florida 32789.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Company is Jeffrey A. Zipper, M.D., 234 Alexander Palm Road, Boca Raton, Florida 33432.

ARTICLE V

MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager – managed company.

ARTICLE VI

INDEMNIFICATION

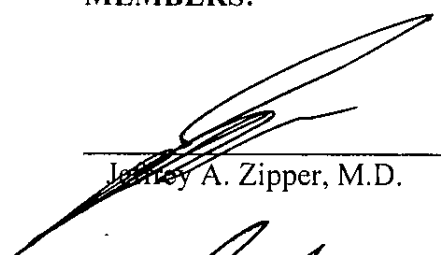
To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director 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 regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she 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.

The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **NATIONAL SURGICAL CENTERS OF AMERICA, LLC**.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned on February 4, 2009.

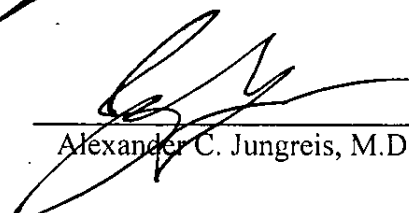
MEMBERS:



Jeffrey A. Zipper, M.D.

Date:

2/4/09



Alexander C. Jungreis, M.D.

Date:

2/4/09

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent and to accept service of process for **NATIONAL SURGICAL CENTERS OF AMERICA, LLC** in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Jeffrey A. Zipper, M.D.

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