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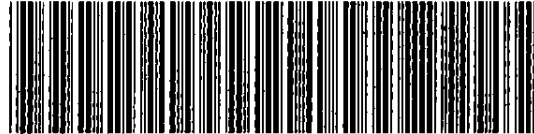
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OCT 23 2009

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**EUGENE E. WALDRON, JR., P.A.**  
**ATTORNEYS AT LAW**

EUGENE E. WALDRON, JR.  
PAUL BENNETT SEUSY  
CONNIE L. COLLINS

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12687 SW COUNTY ROAD 769  
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E-MAIL ADDRESS: EWaldron@eewj.com

PLEASE REPLY TO: Arcadia office

October 20, 2009

Via Federal Express (850) 245-6051

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Formation of DCHD Health Care Professionals, LLC  
My File No. 00135.51

Gentlemen:

Enclosed herewith for filing is the original Articles of Organization for the referenced limited liability company together with the Certificate of Designation of Registered Agent. Also, enclosed is my check in the amount of \$125.00 representing the following fees:

Filing fee	\$100.00
Registered Agent fee	25.00

Thank you for your assistance in this matter. If you have any questions regarding same, please do not hesitate to contact me or Rita in my office.

Very truly yours,



Connie L. Collins

CLC/rjmc  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
DCHD HEALTH CARE PROFESSIONALS, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I**

**Name**

The name of this limited liability company is DCHD Health Care Professionals, LLC.

**ARTICLE II**

**Nature of Business**

The limited liability company is being formed by the DeSoto County Hospital District and is organized as a limited liability company under Chapter 608, Florida Statutes, for the following purposes:

- (a) To provide public health through the employment of health care professionals who will provide health care services in DeSoto County, Florida.
- (b) To carry out such governmental functions and/or public purposes as assigned by the DeSoto County Hospital District.
- (c) To engage in any other lawful business authorized pursuant to Chapter 608 of the Florida Statutes.

**ARTICLE III**

**Non-Stock/Single Member Limited Liability Company**

This limited liability company is a non-stock, single member limited liability company

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whose sole member shall be the DeSoto County Hospital District, a public body enacted pursuant to Special Act of the Florida Legislature.

#### **ARTICLE IV**

##### **Sovereign Immunity**

This limited liability company is a Florida limited liability company primarily acting as an instrumentality or agent of the DeSoto County Hospital District, a governmental entity created by Act of the Florida Legislature, and its directors, officers, employees and agents shall be entitled to the sovereign immunity protections afforded under applicable law, including, but not limited to, Section 768.28, Florida Statutes.

#### **ARTICLE V**

##### **Initial Registered Agent**

The name and address of the initial registered agent of this limited liability company is Eugene E. Waldron, Jr., Esquire, 124 North Brevard Avenue, Arcadia, Florida 34266.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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, F.S.

  
Eugene E. Waldron, Jr., Esquire

## **ARTICLE VI**

### **Management**

The management of the limited liability company shall be vested in its Managers, as set forth in the Operating Agreement. The limited liability company shall have a maximum of nine (9) Managers except when initially formed the limited liability company may have up to ten (10) Managers, which number shall be reduced through attrition until the maximum number of Managers or fewer is reached. Those individuals who serve on the DeSoto County Hospital District Subagency Board shall, by virtue of their position, serve as Managers of the limited liability company. The names and street addresses of the initial Managers of this limited liability company, who shall serve until their successors are duly elected and qualified, are:

<b><u>Name:</u></b>	<b><u>Address:</u></b>
Ray Stewart	243 North Brevard Avenue Arcadia, Florida 34266
Linda Williams	108 West Oak Street Arcadia, Florida 34266
Johnny Clemons	5485 SE Brown Road Arcadia, Florida 34266
Dr. Vaidy Nathan	830 North Mills Avenue Arcadia, Florida 34266
Donald Knoche	4 West Oak Street Arcadia, Florida 34266
Rose Arrington	1524 SE Tangelo Drive Arcadia, Florida 34266
Daniel Presilla	12655 SW Suzy Avenue Lake Suzy, Florida 34269

Lew Ambler 243 North Brevard Avenue  
Arcadia, Florida 34266

Jerry Waters 5586 SE County Road 760  
Arcadia, Florida 34266

Sue Overcash 1193 NE Hansel Avenue  
Arcadia, Florida 34266

### **ARTICLE VII**

#### **Effective Date**

The effective date of this Limited Liability Company shall be the date of filing these articles with the Secretary of State of Florida.

### **ARTICLE VIII**

#### **Principal Office and Mailing Address**

The address of the principal office and the mailing address of this company shall be:

DeSoto Memorial Hospital  
900 North Robert Avenue  
Arcadia, FL 34266-2180  
Attention: Chief Executive Officer

### **ARTICLE IX**

#### **Amendment**

These articles of organization may be amended by a majority vote of the Managers.

### **ARTICLE X**

#### **Distribution of Assets Upon Dissolution**

In the event this limited liability company is terminated, for any reason, the assets of the limited liability company shall be distributed to the DeSoto County Hospital District as a

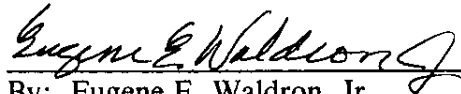
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public body enacted by Special Act of the Florida Legislation.

**IN WITNESS WHEREOF**, the undersigned has signed these Articles of Organization as an authorized representative of the sole member of DCHD Health Care Professionals, LLC, and acknowledged them to be my act this 20<sup>th</sup> day of October, 2009.

**DESOTO COUNTY HOSPITAL DISTRICT**



By: Eugene E. Waldron, Jr.

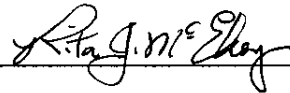
Its: Agent

Date: October 20, 2009

STATE OF FLORIDA:

COUNTY OF DESOTO:

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of October, 2009, by Eugene E. Waldron, Jr. who is personally known to me.



\_\_\_\_\_, Notary Public

State of Florida at Large

My Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

