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Division of Corporations

Rappel Health Law Group, P.L.L.C.

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FLORIDA LIMITED LIABILITY CO.  
BFLW WELLNESS, LLC

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T. HAMPTON

Aug - 8 2011

EXAMINER

Fax Audit No. H11000197108

**ARTICLES OF ORGANIZATION  
OF  
BFLW WELLNESS, L.L.C.**

The undersigned incorporator to these Articles of Organization desiring to form a Florida limited liability company pursuant to Chapter 608, *Florida Statutes*, hereby states as follows:

**ARTICLE I - NAME**

The name of the Limited Liability Company ("Company") is

**BFLW WELLNESS, L.L.C.**

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Company is 5576 W. Sample Road, Margate, Florida 33073, or such a place as may be designated by the Members.

**ARTICLE III - REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent for service of process in the state for this Company is DEC Consultants, Inc., Bridgewater, 1515 Indian River Boulevard, Suite A-210, Vero Beach, Florida 32960-7103.

**ARTICLE IV - PURPOSE**

The general nature, purpose and character of business to be transacted by the Company is :

A. To engage in every phase and aspect of the business of rendering chiropractic and medical services as a limited liability company to the public that any physician duly licensed under Chapter 460, *Florida Statutes*, and the laws of the State of Florida, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice chiropractic medicine.

B. To invest the funds of the Company in real estate, mortgages, stocks, bonds or any other type of investment and town real and personal property necessary for the rendering of professional medical services.

C. To enter into, for the benefit of its employees, one or more of the following : (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted unit option plan; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

D. At its option to purchase and acquire the units owned and held by any member who dies in accordance with the Operating Agreement adopted by the members of the Company setting forth the terms and conditions of such purchases; provided, however, that the capital of the Company is not impaired.

E. At its option, to enter into a partnership with other qualified professionals in the

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area of sleep apnea and/or individuals duly qualified to practice or who are qualified in performing sleep studies in the State of Florida.

F. To acquire, invest in, own, maintain, repair, lease, sell and otherwise use all equipment and other personal property related or incidental thereto, and in connection with this purpose, and other activities related or incidental thereto, including without limitation, the borrowing of funds and the granting of security interests in its property and the purchase, lease license of clinic facilities. The Company shall have all powers to engage in any legal and lawful act or activity which may be granted to limited liability companies under Florida Law.

#### ARTICLE V - DURATION

The Company shall exist upon the date of filing of these Articles of Organization with the Secretary of State, and shall continue perpetually or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Section 608.441, *Florida Statutes*.

#### ARTICLE VI - MANAGEMENT

The Company shall be managed by its Members as set forth in the Operating Agreement for the Company; provided, however, that the Members may, by regulation or operating agreement, provide for the management of the Company by a non-member manager.

#### ARTICLE VII - ADDITIONAL MEMBERS

Additional members may be admitted to the Company in the manner provided in the Operating Agreement.

#### ARTICLE VIII - DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the members may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after such event, unless the remaining Members agree in writing to continue the business of the Company.

#### ARTICLE IX - INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify and Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or

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her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

**ARTICLE X - LIMITATION OF LIABILITY OF MEMBERS**

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

**ARTICLE XI - TRANSFERABILITY OF INTEREST**

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

**ARTICLE XII - POWER TO AMEND**

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members.

**ARTICLE XIII - LIMITED LIABILITY COMPANY REGULATIONS**

The power to adopt, alter, amend, or repeal the regulations incorporated in the Operating Agreement of the limited liability company shall be vested in the Members of the Company. Regulations adopted by the Members may be repealed or altered; the Members may adopt new regulations; and the Members may prescribe any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

IN WITNESS WHEREOF, the Member or authorized representative of a Member in accordance with Section 608.408(3), Florida Statutes, has caused these Articles of Organization to be executed this 5<sup>th</sup> day of August, 2011.

By: \_\_\_\_\_

Robert Rappel  
Authorized Representative or Member in  
accordance with Section 608.408, Florida Statute  
the execution of this Affidavit constitutes an  
affirmation under the penalties of perjury  
that the facts stated herein are true.

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**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the Provisions of Section 608.415 or 608.507, *Florida Statutes*, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is:

BFLW WELLNESS, L.L.C.

2. The name and address of the registered agent and office is:

DEC Consultants, Inc.  
Bridgewater  
1515 Indian River Boulevard,  
Suite A-210  
Vero Beach, Florida 32960-7103

**ACKNOWLEDGMENT:**

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.

By:   
ROBERT RAPPEL, President

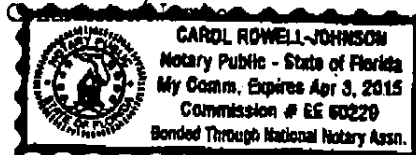
Dated: August 5, 2011

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of August, 2011, by Robert Rappel who is personally known to me and who did not take an oath.

By:   
Notary Public



FREEMAN Articles of Organization 08.04.11

Robert Rappel, DO, JD  
RAPPEL HEALTH LAW GROUP, P.L.  
1515 Indian River Boulevard, Suite A 210  
Vero Beach, Florida 32960-7103  
772.778.8885 / Fax 72.778.8883  
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