

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H20000318666 3)))



H200003186663ABC%

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : HAHN LOESER & PARKS  
Account Number : 120070000069  
Phone : (239)254-2924  
Fax Number : (239)592-7716

R. IVHATE  
SEP 10 2020

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: bmontalvo@hahnlaw.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
MEDICI INSTITUTE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$25.00

2020 SEP 14 PM 1:25

2020  
SEP 14  
PM 1:12

(((H20000318666 3)))

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MEDICI INSTITUTE, LLC

\_\_\_\_\_  
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Bonie Montalvo

\_\_\_\_\_  
Name of Person

Hahn Loeser & Parks, LLP

\_\_\_\_\_  
Firm/Company

5811 Pelican Bay Blvd Suite 650

\_\_\_\_\_  
Address

Naples, FL 34108

\_\_\_\_\_  
City/State and Zip Code

BMONTALVO@HAHNLA.W.COM

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BONIE MONTALVO

239 451-4004  
at ( )

\_\_\_\_\_  
Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$60.00 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 Address:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

(((H20000318666 3)))

(((H20000318666 3)))

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

2020 09 14 12:12

MEDICI INSTITUTE, LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 09/06/2011 and assigned  
Florida document number L11000101952.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

17111 Biscayne BoulevardSuite 1002Aventura, FL 33160

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

17111 Biscayne BoulevardSuite 1002Aventura, FL 33160

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

MARYANN B. BOGER

New Registered Office Address:

17111 Biscayne Boulevard, Suite 1002

*Enter Florida street address*

Aventura

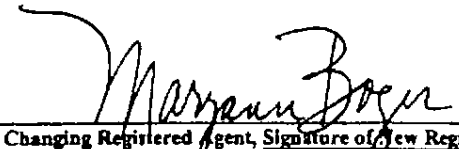
*City*

Florida 33160

*Zip Code*

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

  
If Changing Registered Agent, Signature of New Registered Agent

(((H20000318666 3)))

(((H20000318666 3)))

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	Dr. Alberto Gallerani	20950 NE 27TH COURT	<input type="checkbox"/> Add
		STE 203	<input checked="" type="checkbox"/> Remove
		AVENTURA, FL 33180	<input type="checkbox"/> Change
AMBR	Dr. Alberto Gallerani	20950 NE 27TH COURT	<input type="checkbox"/> Add
		STE 203	<input checked="" type="checkbox"/> Remove
		AVENTURA, FL 33180	<input type="checkbox"/> Change
P	Dr. Alberto Gallerani	20950 NE 27TH COURT	<input type="checkbox"/> Add
		STE 203	<input checked="" type="checkbox"/> Remove
		AVENTURA, FL 33180	<input type="checkbox"/> Change
MGR	MARYANN B. BOGER	17111 Biscayne Boulevard, Suite 1002	<input checked="" type="checkbox"/> Add
		Suite 1002	<input type="checkbox"/> Remove
		AVENTURA, FL 33180	<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

(((H20000318666 3)))

((H20000318666 3)))

**D. If amending any other information, enter change(s) here:** *(Attach additional sheets, if necessary.)*

**E. Effective date, if other than the date of filing:** \_\_\_\_\_ (optional)

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of: (b) The 90th day after the record is filed.

**Dated**

9/1/2020

Signature of a member or authorized representative of a member

MARYANN B. BOGER

Typed or printed name of signee

((H20000318666 3)))

**Filing Fee: \$25.00**

(((H20000318666 3)))

**STATEMENT OF FACTS**

The undersigned, MARYANN B. BOGER, makes the following Statement of Facts to the Florida Division of Corporations:

1. MARYANN B. BOGER is and has been the sole member of MEDICI INSTITUTE, LLC, a Florida Limited Liability Company ("Company") since the Articles of Organization were filed with the State of Florida, Division of Corporations effective as of September 6, 2011.
2. The Company's document number as filed with the Division of Corporation is L11000101952.
3. MARYANN B. BOGER and ALBERTO S. GALLERANI, served as the initial managers of the Company, and jointly managed the Company from September 6, 2011 to May 14, 2015.
4. MARYANN B. BOGER, pursuant to Florida Statue Section 605.04072(4), as sole member holding all the interests in the Company, removed ALBERTO S. GALLERANI as manager of the Company on May 14, 2015.
5. On January 14, 2020, ALBERTO S. GALLERANI, without authorization of MARYANN B. BOGER, the sole member and manager of the Company, filed the Company's 2020 Annual Report removing MARYANN B. BOGER as manager of the company, adding himself as Registered Agent, Manager and President of the Company and further unlawfully changed the principal place of business and mailing address of the Company.
6. On January 27, 2020, MARYANN B. BOGER, in order to remediate the unauthorized 2020 Annual Report filed by ALBERTO S. GALLERANI on January 14, 2020, filed an Amended Annual report to remove ALBERTO S. GALLERANI as Resident Agent, Manager and President of the Company, and to change the principal place of business and mailing address to 17111 Biscayne Blvd, Suite 1002, Aventura, FL 33160.
7. On June 22, 2020, ALBERTO S. GALLERANI filed Articles of Amendment to the Articles of Organization of the Company (hereinafter "Unauthorized Amendment"), to unlawfully remove MARYANN B. BOGER as President and Manager of the Company and unlawfully added himself as manager, president, and authorized member of the Company, even though he (1) was not a member of the Company, (2) was not an authorized representative of the Company, and (3) no longer had any authority to act

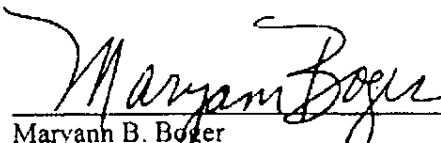
(((H20000318666 3)))

on behalf of the Company as manager, and (4) was not nor had he ever been a member of the Company.

8. MARYANN B. BOGER, now come forth to notify the Florida Division of Corporations as to the Unauthorized Amendment and to clearly state that:

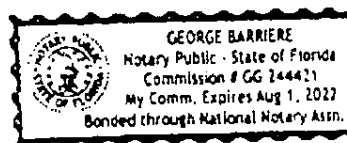
- a. ALBERTO S. GALLERANI, has never been a member of the Company.
- b. ALBERTO S. GALLERANI is NOT authorized to act on behalf of the Company or on behalf of the sole member, and that any action by ALBERTO S. GALLERANI after his removal as manager on May 14, 2015, is unauthorized and may be subject to liability and recovery for loss pursuant to Florida Statute Section 605.0205.

NOW, THEREFORE, MARYANN B. BOGER, does hereby affirm the above stated facts.

  
Maryann B. Boger  
Date: 9 / 1 / 2020

STATE OF FLORIDA  
COUNTY OF Dade

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 1 day of September, 2020, by MARYANN B. BOGER, ☒ who is personally known to me, or ☐ who has produced a driver's license as identification, and who did not take an oath.



Notary Public  
State of Florida  
My Commission Expires: Aug 1, 2022

George Barriere

(Printed, typed or stamped commissioned name of Notary Public)

