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SECRETARY OF STATE TALLAHASSEE, FLORIDA

## LAW OFFICE OF CLARK A. STILLWELL, LLC ATTORNEY AT LAW

BANK OF INVERNESS BUILDING 320 U.S. HIGHWAY 41 SOUTH INVERNESS, FLORIDA 34450

TELEPHONE: (352) 726-6767 FAX: (352) 726-8283

caslaw@tampabay.rr.com

MAILING ADDRESS:
POST OFFICE BOX 250
INVERNESS, FL 34451-0250

July 11, 2012

Federal Express 8996 8019 3295

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Corporate Filing; Operating Agreement & Articles of Incorporation, 486 Medical Center, LLC.

456 Medical Center. E

Dear Ladies and Gentlemen:

Enclosed please find the Original Operating Agreement and Articles of Incorporation for 486 Medical Center, LLC., with a check in the amount of \$155.00 for the filling rees and certified copy.

Please file same and provide a Certificate of Incorporation. If you have any questions, please call. Thank you.

Very truly yours,

LAW OFFICE of CLARK, A. STILLWELL, LLC

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CAS/gd Enclosure

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July 13, 2012

LAW OFFICE OF CLARK A. STILLWELL LLC P.O. BOX 250 INVERNESS, FL 34451

SUBJECT: 486 MEDICAL CENTER, LLC

Ref. Number: W12000037297

We have received your document for 486 MEDICAL CENTER, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide the city, state and zip code of the principal place of business address listed under Article I.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Leslie Sellers Regulatory Specialist II

Letter Number: 112A00018790

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SECRETARY OF STATE
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#### ARTICLES OF ORGANIZATION OF 486 Medical Center, LLC

The undersigned certify that they have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

## ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be 486 Medical Center, LLC., and its principal office shall be located at 942 East Norvell Bryant, Hernando, Florida 34442, County of Citrus, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be 442 SW 1<sup>st</sup> Place, Crystal River, Florida 34429.

## ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for fimited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- 1. To engage in any activity or business authorized under the Florida Statutes.
- 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative

subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

- 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

#### ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one or more managers. The name and address of the initial manager who shall serve until a successor is elected and qualified is as follows:

Alexander Liu, Jr. 442 SW 1<sup>st</sup> Place Crystal River, Florida 34429

The Managing Partner can individually act and execute on behalf of the entity.

#### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A list of initial members and their respective interest is attached as Exhibit A. to the Initial Operating Agreement.

A members interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by each member in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member(s). Member(s) will make contributions in equal shares.

#### ARTICLE VII PROFITS AND LOSSES

operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits according to their pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations. The distributive share of the profits shall be determined and paid to the members as soon as practicable after the close of each fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business according to each members pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations.

#### ARTICLE VIII DURATION

This limited liability company shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 320 Highway 41 South, City of Inverness, County of Citrus, State of Florida, and the name of the companys initial registered agent at that address is Clark A. Stillwell.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of June Flower, LLC.

Executed by the undersigned at Citrus County, Florida, on July 10 2012.

486 Medical Center, LLC., a Florida
limited liability corporation authorized to do SECRE
business in the State of Florida

Print Name: Alexander Lin, Jr., Managing Partner

The secretary of the