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FLORIDA LIMITED LIABILITY CO.
UCED, PLLC

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ARTICLES OF ORGANIZATION OF UCED, PLLC

The undersigned, desiring to form a professional limited liability company under and pursuant to Chapters 608 and 621 of the *Florida Statutes*, entitled the "Florida Limited Liability Company Act" and the "Professional Service Corporation and Limited Liability Company Act," respectively (collectively referred to as the "Act"), do hereby adopt the following Articles of Organization for such company.

ARTICLE I NAME

The name of the professional limited liability company shall be "UCED, PLLC" and is herein referred to as the "Company."

ARTICLE II ADDRESS

The mailing address of the Company is P.O. Box 1299, The Villages, Florida 32158; and the street address of its principal place of business in Florida is 10800 County Road 475, Oxford, Florida 34484, 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 III DURATION/CONTINUATION

The period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or as otherwise prescribed in the Company's Operating Agreement or in the Act.

ARTICLE IV PURPOSE

The sole and specific purpose for which the Company is organized is to render professional service in the practice of medicine.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which professional limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted a professional limited liability company pursuant to Section 621.08, *Florida Statutes*.

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ARTICLE V MANAGEMENT

The business of the Company shall be managed by its manager. The name and address of the initial manager is:

Arthur Ebere Nwaubani, M.D.
10800 County Road 475
Oxford, Florida 34484

ARTICLE VI RESTRICTIONS ON MEMBERSHIP

The Members shall have the right to admit new members by consent and pursuant to and in accordance with the provisions of the Company's Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members. No person shall be admitted as a Member of the Company unless such person is a professional corporation, a professional limited liability company, or an individual, any of which must be duly licensed to practice medicine.

ARTICLE VII POWERS

All professional limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this professional limited liability company shall be managed under the direction of, the members of the Company. The Company shall be managed by its Members and may elect officers pursuant to the operating agreement of the Company.

ARTICLE VIII OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members unless otherwise designated by any amendments of the Articles of Organization.

ARTICLE IX AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Sections 608 and 621 of the *Florida Statutes*, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

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IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization on this 1st day of November, 2012.

Arthur Ebere Nwaubani, M.D.
Manager

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, *Florida Statutes*, the undersigned professional limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the professional limited liability company is:

UCED, PLLC

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

Jeffrey P. Skates, Esq.
1028 Lake Sumter Landing
The Villages, Florida 32162

Having been named as registered agent and to accept service of process for the above stated professional 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.

Dated: November 1st, 2012.

Jeffrey P. Skates, Esq.
Registered Agent



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