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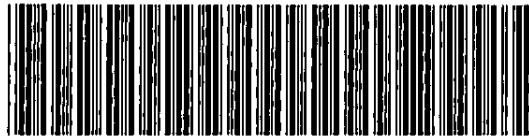
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EXAMINER



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TALLAHASSEE, FLORIDA

Timothy D. Poppell DMD

Requester's Name

2808 Enterprise Road #100

Address

Debarry, FL 32713-2750

City/State/Zip

Phone #

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Timothy D Poppell, DMD, PL
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

TIMOTHY D. POPPELL, D.M.D., P.L.

{a Florida professional limited company}

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ARTICLE I. NAME AND ADDRESS

The name of this **professional limited company** (which is hereinafter called "*the Professional Limited Company*") and the mailing and street address, respectively, of its initial office shall be:

TIMOTHY D. POPPELL, D.M.D., P.L.
2808 Enterprise Road #100
Debary, Florida 32713-2750

The Professional Limited Company may elect to operate under the fictitious name of *TIMOTHY D. POPPELL, D.M.D.* (i.e., omitting the abbreviation "P.L." as permitted under **Section 621.12, Florida Statutes**) by separately registering said name as a "*fictitious name*".

ARTICLE II. PURPOSE

Section 1. In addition to the powers authorized by the laws of the State of Florida, the purposes for which the Professional Limited Company is formed are:

- (a) To conduct the practice of dentistry under Chapter 466, Florida Statutes (as amended from time to time);
- (b) To have one or more offices in the State of Florida or in any other state, territory or country; to carry on any and all of the operations and businesses of the Professional Limited Company without restriction or limit; to incur indebtedness;
- (c) To act as an agent, nominee, attorney-in-fact, general partner for, and/or perform any service for, any person(s), partnership(s), corporation(s), firm(s), syndicate(s), association(s) or other entity(ies) or person(s) in any capacity to extend the interest of the Professional Limited Company;
- (d) To transact any other lawful business under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, including providing for and to its members the privileges, rights, and immunities of professional limited liability companies for profit;

- (e) To have the powers necessary to carry out its business and affairs as set forth in **Chapter 608, including but not limited to Section 608.404, Florida Statutes**, as amended, subject to **Section 621.13, Florida Statutes**; and/or
- (f) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; *and nothing herein shall be deemed as prohibiting the Professional Limited Company from extending its activities to any related or otherwise lawful business, provided that the privileges, rights, and immunities of limited liability companies for profit applies.*

Section 2. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting the Professional Limited Company to carry on any business, exercise any power or do any act which a limited liability company may not lawfully carry on, exercise or do under Florida Laws. These Articles should be construed so as to provide its members with all the limitations on liabilities, as more fully set forth in Chapter 608, including but not limited to Sections 608.4227, 608.4228 and 608.462, Florida Statutes, subject to Section 621.13, Florida Statutes.

ARTICLE III. DURATION

The Professional Limited Company shall not have perpetual existence, but rather shall exist until *December 31, 2099*, or until dissolved in an earlier manner provided by law or as provided in the regulations/operating agreement adopted by the members from time to time.

ARTICLE IV. CAPITAL CONTRIBUTIONS

The capital contributions in the amount in excess of **\$500.00** in kind shall be paid to the Professional Limited Company prorata by the *two equal members*, as the Professional Limited Company is being formed via a tax-free conversion of a sole proprietorship to a P.L., with an addition of a new owner/member. **Additional contributions will be made as required for investment purposes, as solely determined by the unanimous consent of the members.** Members shall make contributions in proportion to the members' relative capital accounts.

ARTICLE V. MANAGER-MANAGED LLC

Section 1. Management of this Professional Limited Company is to be conducted by a manager; and therefore, the Professional Limited Company is a manager-managed company. No other person shall have any right or authority to act for or bind the Professional Limited Company, except as required by law. The Manager must be a licensed Dentist under Chapter 466, Florida Statutes, but need not be a member hereof. *TIMOTHY D. POPPELL, D.M.D.* shall serve as the initial Manager. The members may terminate the Manager for any or no reason and appoint a replacement/successor manager by a majority-in-interest vote of the Members.

Section 2. The Manager shall have full, exclusive, and complete discretion, power and authority to manage, control, administer, and operate the business and affairs of the Company.

Section 3. The initial two (2) members, who are not agents of the Professional Limited Company merely by reason of being members, and their capital interest, are as follows:

<u>Name</u>	<u>Ownership Interest</u>
<i>TIMOTHY D. POPPELL, D.M.D.</i> <i>1758 Markham Glen Circle</i> <i>Longwood, FL 32779-2797</i>	50%
<i>MAGALY GONZALEZ POPPELL, D.M.D.</i> <i>1758 Markham Glen Circle</i> <i>Longwood, FL 32779-2797</i>	50%

Section 4. Pursuant to Section 608.4235 of the Florida Limited Company Act, no member shall be an agent of the Professional Limited Company solely by virtue of being a member.

Section 5. No person not licensed as a Dentist may be a member of the Professional Limited Company.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for the Professional Limited Company shall be located at 2808 Enterprise Road #100, Debary, Florida 32713-2750, but the Professional Limited Company may establish and maintain its principal office at such other place within the State of Florida as may be determined by the members consistent with the Florida Limited Liability Company Act as the same is then in effect.

Section 2. The initial registered agent and office shall be:

*James R. Brewster, Attorney
547 N. Monroe Street, Suite 203
Tallahassee, Florida 32301*

ARTICLE VII.

MEMBERSHIP RESTRICTIONS/RIGHT TO CONTINUE BUSINESS

Section 1. The 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 Professional Limited Company.

Section 2. A member's interest in the Professional Limited Company may not be sold or otherwise transferred except with unanimous written consent of all the members.

Section 3. 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 Professional Limited Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII.

AFFILIATED TRANSACTIONS/INDEMNIFICATION

Section 1. No contract or other transaction between the Professional Limited Company and any other person or member in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members of the Professional Limited Company is or are interested in such, and any member or members, individual or jointly, may be a party or parties, to, or may be interested in any such contract or transaction of the Professional Limited Company or in which the Professional Limited Company is interested, and no contract, act or transaction of the Professional Limited Company with any person or persons, firm or other entity in the absence of fraud, shall be affected or invalidated by the fact that any member or members of the Professional Limited Company is a party or are parties to or interested in such contract, act or transaction, or is in any way connected with such person or persons, firm or other entity, and each and every person who may become a member of the Professional Limited Company is hereby relieved from any liability that might otherwise exist from thus contracting with the Professional Limited Company for the benefit of himself or any firm, association or other entity in which he may be interested. Any member of the Professional Limited Company may vote upon any contract or other transaction between the Professional Limited Company and any subsidiary or controlled company without

regard to the fact that he is an interested party of such subsidiary or controlled company.

Section 2. The Professional Limited Company shall indemnify, including advancement of expenses, any and all of its members and former members, and any person who may have served at its request as a manager, owner, partner, agent, director or officer of another company or business in which it owns a capital interest, or of which it is a creditor, against the expenses actually and necessarily incurred by him/it/them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties by reason of being or having served in the aforesaid capacity(ies), except in relation to matters as to which any such person shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of his/its duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the regulations/operating agreement, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be otherwise entitled under the law (including without limitation Section 608.4229, Florida Statutes, as amended) or separate instrument.

ARTICLE IX.
SHARING OF PROFITS

Unless provided for otherwise in the regulations/operating agreement, profits and losses shall be allocated on the basis of each member's relative capital account.

ARTICLE X.
AMENDMENT

These Articles may be amended from time to time by the unanimous vote of the members.

ARTICLE XI.
ARBITRATION OF DEADLOCK OF MEMBERS

If at any time there are insufficient votes to approve or disapprove any matter (e.g., irreconcilable disputes), then any member may require all the members to submit the matter to binding arbitration under Florida Law.

ARTICLE XII.
SINGLE MEMBER L.L.C.

Notwithstanding anything herein to the contrary, in the case that this Professional Limited Company is owned by only one member, then in such situation the single member may transfer all or any portion of his or her interest or rights to one or more successors. In the event of any such transfer, the successor shall thereupon become a member and the Professional Limited Company shall be continued.

ARTICLE XIII.
DELAYED EFFECTIVE DATE

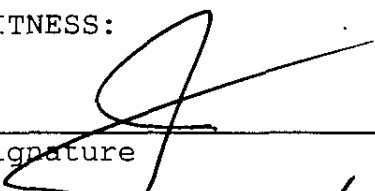
The Professional Limited Company's existence shall begin on 1 January 2013, at 12:01 a.m. E.S.T.

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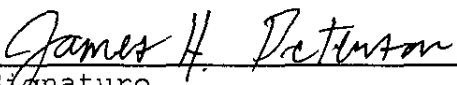
The undersigned, UNDER PENALTIES OF PERJURY, certify that we have associated ourselves together for the purpose of becoming a Professional Limited Company under the laws of the State of Florida. We further certify that these Articles shall serve as the Charter and authority for the conduct of business of the Professional Limited Company.

In witness whereof the undersigned being the original member(s) of the Professional Limited Company execute these Articles of Organization, this 10th day of November, 2012 and accordingly hereby certify that this instrument constitutes the proposed Articles of Organization of TIMOTHY D. POPPELL, D.M.D., P.L.

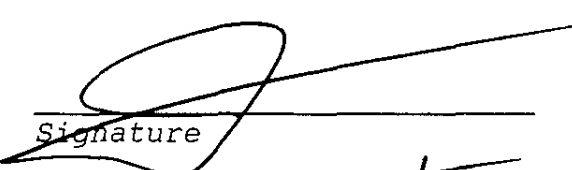
WITNESS:


Signature

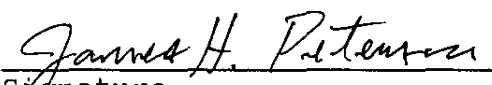
James R. Beaton
Printed Name of Witness #1


Signature

JAMES H. PETERSON
Printed Name of Witness #2

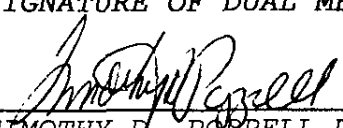

Signature


James R. Beaton
Printed Name of Witness #1


Signature

JAMES H. PETERSON
Printed Name of Witness #2

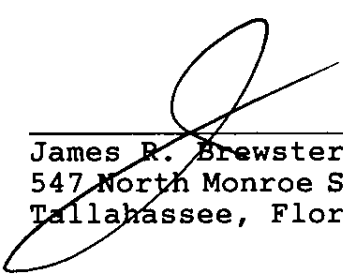
SIGNATURE OF DUAL MEMBERS


TIMOTHY D. POPPELL, D.M.D.
1758 Markham Glen Circle
Longwood, FL 32779-2797


MAGALY GONZALEZ POPPELL, D.M.D.
1758 Markham Glen Circle
Longwood, FL 32779-2797

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Professional Limited Company, I hereby agree to act in this capacity at the place designated in these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations under Section 608.407, Florida Statutes.



James R. Brewster, Attorney
547 North Monroe St., Suite 203
Tallahassee, Florida 32301

Date: 11-10-12

popp12dm.pl