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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
SOUTH TAMPA KIDS DENTISTRY L.L.C.**

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MAY 15 2013

D. BRUCE

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
SOUTH TAMPA KIDS DENTISTRY, L.L.C.**

The undersigned being the Sole Member of SOUTH TAMPA KIDS DENTISTRY, L.L.C., a Florida limited liability company ("Company"), for and on behalf of the Company, hereby executes these Amended and Restated Articles of Organization of the Company and states as follows:

WHEREAS, the name of the Company is SOUTH TAMPA KIDS DENTISTRY, L.L.C.;

WHEREAS, the Company's Articles of Organization were filed with the Florida Secretary of State on March 29, 2013;

WHEREAS, this Amendment and Restatement to the Articles of Organization of the Company reflected herein was duly adopted by the Sole Member of the Company by the execution of a written consent effective as of May 3, 2013 to convert the Company into a professional limited liability company pursuant to the Professional Service Corporation and Limited Liability Company Act at Chapter 621 *et seq.*, Florida Statutes;

WHEREAS, the Effective Date of these Amended and Restated Articles of Organization shall be the date of their filing with the Florida Secretary of State; and

WHEREAS, pursuant to the provisions of Section 608.411 of the Limited Liability Company Act, the Amended and Restated Articles of Organization of the Company provide as follows:

**ARTICLE I.**

**NAME**

The name of the Company is SOUTH TAMPA KIDS DENTISTRY, PLLC

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**ARTICLE II.****PRINCIPAL OFFICE**

The street address of the Company is 3514 Bay-to-Bay Boulevard, Suite 2, Tampa, Florida 33629.

**ARTICLE III.****DURATION**

The Company shall have perpetual existence, commencing on March 29, 2013.

**ARTICLE IV.****PURPOSE**

The general nature of the business to be transacted by the Company is as a professional limited liability company which:

A. Engages in every phase and aspect of the business of rendering the same professional services to the public that a dentist, duly licensed under the laws of the State of Florida, is authorized to render;

B. Invests the funds of the Company in real estate, mortgages, stocks, bonds, or any other type of investments, and owns real and personal property necessary for the rendering of professional services; and

C. Does all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Organization, or any amendment thereof, necessary for or incidental to the protection and benefit of the Company, and in general, either alone or in

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association with other companies, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of the Company.

The foregoing paragraphs shall be construed as enumerating both purposes and objectives of the Company, and it is hereby expressly provided that the foregoing enumeration of specific purposes and objectives shall not be held to limit or restrict in any manner the powers of this Company otherwise provided or authorized by law.

#### ARTICLE V.

#### MANAGEMENT

The Company is to be a member managed Company.

#### ARTICLE VI.

#### INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Company is 3514 Bay-to-Bay Boulevard, Suite 2, Tampa, Florida 33629 and the name of the initial registered agent of the Company at that office is Lauren I. Companioni.

#### ARTICLE VII.

#### INDEMNIFICATION

Except to the extent otherwise provided in the Operating Agreement of the Company, the Company shall indemnify each person or entity who was or is a member, director, officer, employee or agent of the Company to the full extent permitted by law.

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ARTICLE VIII.

LIMITATION ON MEMBERS AND ALIENATION OF MEMBERSHIP INTEREST

A. No membership interest of this Company shall be issued to anyone other than an individual who is duly licensed as a dentist under the laws of the State of Florida; also, no Member shall enter into a voting trust arrangement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of such member's membership interest.

B. If any officer, member, agent or employee of this Company who has been rendering professional dental services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon the continued rendering of such professional services, he or she shall forthwith sever all employment with, and financial interest in, the Company.

C. No member of this Company may sell or transfer such member's membership interest in this Company except to another individual who is eligible to be a member of the Company.

D. Each member of this Company shall have the power to enter into one or more agreements restricting or regulating the sale, transfer or other disposition of any of the outstanding membership interest of the Company.

IN WITNESS WHEREOF, the undersigned, being the Sole Member of the Company, has executed these Amended and Restated Articles of Organization this 10 day of May, 2013.

LAUREN I. COMPANIONI

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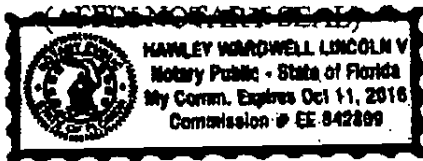
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STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Amended and Restated Articles of Organization were acknowledged before me this 10 day of May, 2013, by LAUREN I. COMPANIONI, as the Sole Member of the Company, who is ☒ personally known to me or who produced ☐ as identification.



*[Signature]*  
NOTARY PUBLIC, State at Large

Hawley Lincoln  
(Printed Name)

My commission expires: 10/11/16

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 AND SECTION 608.507, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. The name of the Professional Limited Liability Company is SOUTH TAMPA KIDS DENTISTRY, PLLC

2. The name and street address of its initial Registered Agent and Registered Office are:

Lauren I. Companioni  
3514 Bay-to-Bay Boulevard  
Suite 2  
Tampa, Florida 33629

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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.

*[Signature]*  
LAUREN I. COMPANIONI  
Date: 5/10, 2013