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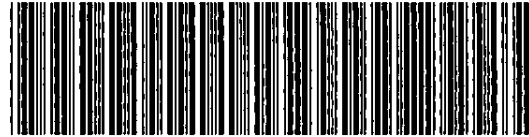
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D. BRUCE

# THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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Denis A. Cohrs, Esq.  
Joanna B. Ozkaya, Esq.  
Robert B. Hicks, Esq., of counsel

April 5, 2013

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

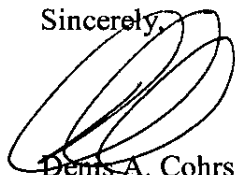
**RE: Alan D. Shoopak, DMD, P.L.**

Dear Sirs:

Enclosed herewith are an original and one copy of the fully executed Articles of Organization in connection with the referenced LLC. Please file the Articles and return one file-stamped copy to this office in the postage paid envelope provided herewith. Also enclosed is this firm's check in the amount of \$125.00, representing the amount necessary to file said Articles.

If you should have any questions or concerns, please feel free to contact this office.

Sincerely,



Denis A. Cohrs

DAC/tr  
Encls.

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**ALAN D. SHOOPAK, DMD, P.L.**

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Professional Limited Liability Company in accordance with Chapters 608 and 621, Florida Statutes.

**ARTICLE I**

**NAME**

The name of this Professional Limited Liability Company shall be:

**Alan D. Shoopak, DMD, P.L.**

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Professional Limited Liability Company shall commence on the date of the filing of these Articles of Organization and it shall thereafter continue in full force and effect until dissolved pursuant to these Articles of Organization, the Operating Agreement to be adopted pursuant to Article VI of these Articles of Organization, or by operation of law.

**ARTICLE III**

**MAILING ADDRESS AND PRINCIPAL OFFICE**

The initial mailing address and initial principal place of business of this Professional Limited Liability Company shall be:

**13535 Feather Sound Dr., Suite 220  
Clearwater, FL 33762**

or such other place or places as may be from time to time determine in accordance with the Operating Agreement.

**ARTICLE IV**

**PURPOSES**

This Professional Limited Liability Company is formed for the purpose of engaging in the profession of dentistry and orthodontics and may engage in the transaction of any and all lawful

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TALLAHASSEE, FL 32301

business activities ancillary thereto and for which limited liability companies may be formed under the laws of the State of Florida.

#### **ARTICLE V** **REGISTERED AGENT**

The initial Registered Agent and Registered Office of this Professional Limited Liability Company shall be:

**The Cohrs Law Group, P.A.**  
**1901 Ulmerton Rd., Suite 425**  
**Clearwater, FL 33762**

#### **ARTICLE VI** **OPERATING AGREEMENT**

The Members of this Professional Limited Liability Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this Professional Limited Liability Company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the Members of this Professional Limited Liability Company in the manner set forth therein.

#### **ARTICLE VII** **MANAGEMENT OF BUSINESS**

The conduct and management of this Professional Limited Liability Company shall remain vested in the Members. The initial Member of this Professional Limited Liability Company shall be:

**Alan D. Shoopak, DMD**  
**13535 Feather Sound R., Suite 220**  
**Clearwater, FL 33762**

#### **ARTICLE VIII** **OWNERSHIP OF PROPERTY**

Real or personal property originally contributed or transferred to this Professional Limited Liability Company, or acquired by this Professional Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Professional Limited Liability Company.

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**CLERK OF CIRCUIT**  
**IN ALACHUA COUNTY FLORIDA**

**ARTICLE IX**  
**TRANSFERABILITY OF MEMBERS' INTEREST**

A Member's interest in this Professional Limited Liability Company may be transferred, whether voluntarily or involuntarily, only with the unanimous written consent of all the remaining Members of the Professional Limited Liability Company. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of this Professional Limited Liability Company. No transfer of any interest in this Professional Limited Liability Company shall be permitted to any person who is not licensed by the State of Florida to engage in the profession for which this Professional Limited Liability Company is formed.

**ARTICLE X**  
**ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all Members. No person shall be admitted to membership of this Professional Limited Liability Company who is not licensed by the State of Florida to engage in the profession for which this Professional Limited Liability Company is formed.


**ARTICLE XI**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a Member, this Professional Limited Liability Company shall not cease existence but shall continue provide that it may lawfully do so.

**ARTICLE XII**  
**AMENDMENTS**

These Articles may be amended from time to time by the unanimous agreement of the Members, and the amendment shall be filed with the Florida Department of State, duly signed by an authorized representative of this Professional Limited Liability Company.

**IN WITNESS WHEREOF**, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 5<sup>th</sup> day of April, 2013.

  
\_\_\_\_\_  
Denis A. Cohrs, as authorized agent

**CERTIFICATE OF ACCEPTANCE OF  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Professional Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.

**The Cohrs Law Group, P.A.**

By:   
**Denis A. Cohrs, Esq., President**

Date: April 5<sup>th</sup>, 2013

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CLERK OF DISTRICT COURT  
HALLANDALE BEACH FLORIDA