

L14000029141

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

FEB 20 2014  
A. LUNT

Office Use Only



500256923805

02/20/14--01029--005 \*\*125.00

RECEIVED  
FEB 20 14 11 53  
SOUTH FLORIDA  
TALLAHASSEE

14 FEB 20 PM 12:10  
STATE  
TALLAHASSEE  
FLORIDA

APPROVED  
AND  
FILED

Miller Butler, PR

Requester's Name

Address

City/State/Zip

Phone

Office Use Only

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

1. Mary Anne Butler, DMD, PLLC

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

5. (Corporation Name)

(Document #)

6. (Corporation Name)

(Document #)

7. (Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

ARTICLES OF ORGANIZATION

OF

MARY ANNE BUTLER, DMD, P.L.L.C.

{a Florida professional limited liability company}

ARTICLE I. NAME AND ADDRESS

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

MARY ANNE BUTLER, DMD, P.L.L.C.  
2151 Delta Blvd., Suite 201  
Tallahassee, FL 32303-4209  
email: millerlbutler@gmail.com

RECEIVED  
STATE OF FLORIDA  
FEB 20 2014

14 FEB 20 PM 12:10

APPROVED  
FEB 20 2014

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 Liability Company is formed are:

- (a) To conduct "**Dentistry for Children and Adolescents**" **subject to Chapter 466, Florida Statutes**;
- (b) To terminate or transfer the late Dr. Mary Anne Butler's (date of death: 12 February 2014) dental practice (formerly operated by the decedent as a sole proprietorship), as provided for by law;
- (c) 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 said professional limited liability company without restriction or limit; to incur indebtedness;
- (d) 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 Liability Company;
- (e) To transact any other lawful business under the **Florida Professional Service and Limited Liability Company Act, Chapter 621, Florida Statutes**, including providing for and to its members the privileges, rights, and immunities of limited liability companies for profit;

- (f) To have the powers necessary to carry out its business and affairs as set forth in **Chapter 621, including but not limited to Section 621.07, Florida Statutes**, as amended; and/or
- (g) 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 Liability Company from extending its activities to any related or otherwise lawful business, provided that the privileges, rights, and immunities of professional limited liability companies for profit applies.*

Section 2. Notwithstanding anything herein to the contrary, the Professional Limited Liability Company shall not engage in the practice of dentistry, except by way of another Florida licensed dentist.

Section 3. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting the Professional Limited Liability Company to carry on any business, exercise any power or do any act which a professional limited liability company may not lawfully carry on, exercise or do under Florida law.

#### ARTICLE III. DURATION

The Professional Limited Liability Company shall not have perpetual existence, but rather shall exist until December 31, 2025, 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 of **\$500.00** shall be paid to the Professional Limited Liability Company by the *sole 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. MANAGEMENT RESERVED TO THE MEMBERS

Section 1. Unless otherwise provided in the regulations/operating agreement, management of this professional limited liability company is reserved to its members, initially consisting of **one (1) member**, whose name and address is as follows:

Miller Butler, Personal Representative of  
the Estate of Mary Anne Butler  
c/o James R. Brewster, Attorney for the PR  
547 North Monroe Street, Suite 203  
Tallahassee, FL 32301  
email: millerlbutler@gmail.com

Section 2. All members shall be entitled to vote on all matters relating to the Professional Limited Liability Company. Unless otherwise provided in these Articles or regulations/operating agreement, each such vote shall be weighted in proportion to the members' relative capital accounts; however, in the event the capital account of every member is negative or zero, then each member shall have one vote. All the Professional Limited Liability Company powers shall be exercised by, under the authority of, or at the direction of, the members.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for the Professional Limited Liability Company shall be located at 2151 Deltona Blvd., Suite 201, Tallahassee, FL 32303-4209, but the Professional Limited Liability 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 Professional Service Corporation and 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  
jbrewster@jsna.com

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 Liability Company.

Section 2. A member's interest in the Professional Limited Liability 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 Liability 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 Liability 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 Liability 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 Liability Company or in which the Professional Limited Liability Company is interested, and no contract, act or transaction of the Professional Limited Liability 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 Liability 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 Liability Company is hereby relieved from any liability that might otherwise exist from thus contracting with the Professional Limited Liability 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 Liability Company may vote upon any contract or other transaction between the Professional Limited Liability 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 Liability 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.

14 FEB 20 12:10  
RECEIVED  
STATE OF FLORIDA  
APPROVED  
FILED

ARTICLE XII.  
SINGLE MEMBER P.L.L.C.

Notwithstanding anything herein to the contrary, in the case that this Professional Limited Liability Company is owned by only one member (*as is the case here*), then in such situation the single member may transfer all or any portion of his/her/its 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 Liability Company shall be continued.

ARTICLE XIII.  
EFFECTIVE DATE OF P.L.L.C. EXISTENCE

The effective date of *MARY ANNE BUTLER, DMD, P.L.L.C.* shall be five (5) business days prior to the date of the filing of this document, but in no event prior to **13 February 2014** (which is the day after Dr. Mary Anne Butler's death).

(The remainder of this page intentionally left blank)

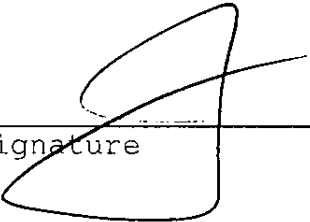
ATTORNEY  
FILED  
14 FEB 20 PM 12:10  
STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT



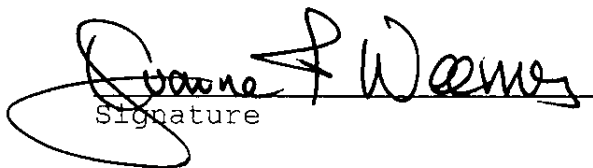
The undersigned, UNDER PENALTIES OF PERJURY, certify that we have associated ourselves together for the purpose of becoming a professional limited liability company under the laws of the State of Florida. We further certify that these Articles shall serve as the Charter and authority for the conduct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

In witness whereof the undersigned being the original member(s) of the Professional Limited Liability Company execute these Articles of Organization, this 20<sup>th</sup> day of February, 2014 and accordingly hereby certify that this instrument constitutes the proposed Articles of Organization of **MARY ANNE BUTLER, DMD, P.L.L.C.**

WITNESS:

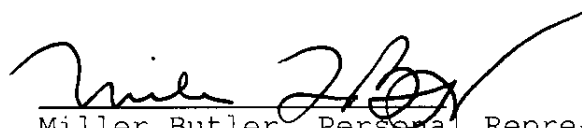
  
Signature

James R. Brewster  
Printed Name of Witness #1

  
Signature

Yvonne I. Weems  
Printed Name of Witness #2

SIGNATURE OF SINGLE MEMBER

  
Miller Butler, Personal Representative of the Estate of Mary Anne Butler  
James R. Brewster, Attorney for the Personal Representative  
547 North Monroe Street  
Suite 203  
Tallahassee, FL 32301

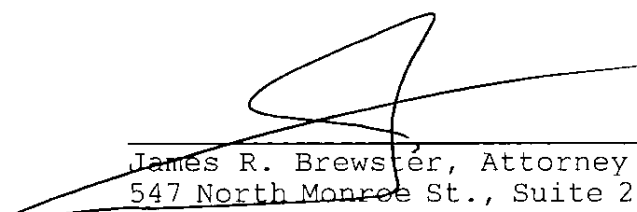
RECEIVED  
STATE  
OFFICE  
TALLAHASSEE, FLORIDA

14 FEB 20 PM 12:10

APPROVED  
FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated professional limited liability 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, as made applicable via Section 621.13, Florida Statutes.



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

Date: 20 February 2014

but114pr.11c

APPROVED  
FILED  
14 FEB 20 PM 12:10  
STATE  
TALLAHASSEE, FLORIDA