

# L14000099866

Florida Department of State  
Division of Corporations  
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
NEUROINITIATIVE, LLC

Certificate of Status	0
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Page Count	01
Estimated Charge	\$25.00

K. SALY  
EXAMINER

MAR 25

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** NeuroInitiative, LLC  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicole M. Perez, esq.

Name of Person

ADVOS legal pllc

Firm/Company

5000 Sawgrass Village Circle, Suite 7

Address

Ponte Vedra Beach, Florida 32082

City/State and Zip Code

nicole@advoslegal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicole M. Perez

904  
at ( )

567-5311

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDMENT AND RESTATEMENT OF  
ARTICLES OF ORGANIZATION  
OF  
NEUROINITIATIVE, LLC**

**FILED**  
**2016 MAR 24 AM 8:58**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to § 605.0202 of the Florida Revised Limited Liability Company Act, **NeuroInitiative, LLC**, a Florida limited liability company hereby certifies that the Amended and Restated Articles set forth below (the "**Restated Articles**") were duly adopted by the Board of Managers (the "**Board**") on February 15, 2016, and were on that date, ratified and approved by the sole member of the Company in restatement and substitution for the prior Articles of Organization of the Company (the "**Prior Articles**"). The undersigned further certifies that:

- a. The present name of the company is as set forth above and is not changed by the Restated Articles;
- b. The Prior Articles were filed with the Secretary of State of Florida (the "**Secretary**") on June 23, 2014;
- c. The amendment to the Prior Articles is the Restated Articles.

Accordingly, the Prior Articles are hereby restated in their entirety to read as follows:

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
NEUROINITIATIVE, LLC**

In accordance with the provisions of the Florida Revised Limited Liability Company Act, Florida Statutes, Chapter 605, (the "**Act**") the undersigned, an organizer of a Florida limited liability company, and an authorized representative of the sole member of the Company hereby certifies as follows:

**ARTICLE I  
NAME**

The name of the limited liability company is NeuroInitiative, LLC (the "**Company**").

**ARTICLE II  
ADDRESS**

The mailing and street address of the principal office of the Company shall be 1688 Marshside Drive, Jacksonville Beach, Florida 32250.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The initial registered office of the Company shall be 1688 Marshside Drive, Jacksonville Beach, Florida 32250, and its initial registered agent at such office shall be Bahareh Behrouz.

**ARTICLE IV  
MANAGEMENT OF THE COMPANY**

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2016 MAR 24 AM 8:58  
CLERK OF COURT  
ALLAHASSEE, FLORIDA

**(Managed by Managers)**

The Company shall be managed by a Board of Managers (which shall have duties, powers and authority similar to that of a Board of Directors) and shall operate through officers elected by the Board. Accordingly, the Company is **managed by managers** who may, but need not be a member.

**ARTICLE V  
OWNERSHIP**

Ownership interests in the Company by its member may, but need not, be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of certificates are restricted by the terms of the Limited Liability Company Operating Agreement among the member of the Company. The member of the Company shall have the right to admit additional members pursuant to the terms and conditions contained in the Operating Agreement of the Company; any new member agrees to be bound by and to such Operating Agreement.

**ARTICLE VI  
OPERATING AGREEMENT**

A Limited Liability Company Operating Agreement, the power to adopt, alter, amend or repeal, which shall be vested in the member of the Company, shall govern the management, operation, and ownership of the Company.

**ARTICLE VII  
LIMITED LIABILITY**

No member, manager, officer, agent or employee of the Company shall be personally liable for the debts or liabilities of the Company or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

**ARTICLE VIII  
INDEMNIFICATION**

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is a manager or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in capacity of such person as a manager or officer.

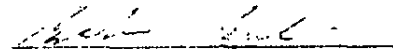
**IN WITNESS WHEREOF**, the undersigned sole member of the Company has executed these Amended and Restated Articles of Organization on behalf of the Company in accordance with § 605.0201 of the Act.

*[signature page to follow]*

Dated this 4<sup>th</sup> day of March, 2016.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Bahareh Behrouz and Andrew D. Lee as  
Tenants by the Entirety**

  
By: Bahareh Behrouz

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

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E. Effective date, if other than the date of filing: \_\_\_\_\_ (optional)

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)  
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:  
(b) The 90th day after the record is filed.

Dated March 10, 2016

*Nicole M. Perez*

\_\_\_\_\_  
Signature of a member or authorized representative of a member

Nicole M. Perez

\_\_\_\_\_  
Typed or printed name of signee