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CommerceLawGroup

a professional limited company

Responding Office:

PO Box 357247 Gainesville, FL 32635

June 27, 2014

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

re:

Nuovo HSV, LLC

To Whom It May Concern:

On behalf of the above-referenced entity, please find enclosed the following document for immediate filing, along with one photocopy of the same:

Articles of Organization

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable fees associated with the filing therewith as well as the fee associated with our request for a certified copy of the record (Articles of Organization—\$100.00 (LLC); Registered Agent fee—\$25.00 (LLC); and Certified copy of record (LLC)—\$30.00).

Once the original of the enclosure has been filed, please return the certified copy(ies) to my attention at the mailing address listed above. Should you have any questions, please do not hesitate to call. Thanks again.

Sincerely,

Daniel T. White, Esquire

Managing Member

Encls.

Tele: 352.378.4444 · Fax: 352.505.4810

Articles of Organization

of

NUOVO HSV, LLC

The undersigned hereby files these Articles of Organization (the "<u>Articles</u>") pursuant to the Florida Revised Limited Liability Company Act, codified as amended at Ch. 605, F.S. (the "Rev. Act"):

ARTICLE I: NAME

The name of this limited liability company shall be NUOVO HSV, LLC (the "Company").

ARTICLE II: MAILING AND STREET ADDRESS

This Company's principal office location and mailing address shall be 13400 Progress Blvd., Alachua, FL 32615.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

Unless and until changed (whether by filing of amendment to these Articles or other administrative instrument or report), the initial registered office of this Company shall be 13400 Progress Blvd., Alachua, FL 32615, and this Company's initial registered agent shall be Daniel T White, Esq.

ARTICLE IV: DURATION OF COMPANY'S EXISTENCE

This Company shall have perpetual existence.

ARTICLE V: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

ARTICLE VI: MANAGEMENT OF COMPANY; AUTHORITY TO MANAGE AND CONTROL THE COMPANY

- A. This Company shall operate and exist as a manager-managed limited liability company for all purposes under the Rev. Act, unless and until changed through an amendment to these Articles. As such, management of this Company's activities and affairs shall be exclusively conducted by, and vested in, one or more managers and subject to the applicable provisions set forth in this Company's operating agreement, if any.
- B. Accordingly, no member of this Company, solely by reason or status of being such a member, shall have (1) any right, power or authority whatsoever (whether actual, apparent or implied) to act on this Company's behalf or to be an agent of this Company for any purpose of its business or (2) any vested right or entitlement to be elected, appointed or designated as a manager, officer or other legal representative of this Company.
- C. The name(s) and address(es) of the Company's initial manager(s) authorized to manage and control the Company, is/are as follows:

Daniel T. White 13400 Progress Blvd. Alachua, FL 32615

Dr. Jay Yourist 13400 Progress Blvd. Alachua, FL 32615

ARTICLE VII: ADDITIONAL MEMBERS; TRANSFER OR ASSIGNMENT OF INTEREST; NO MEMBER RIGHTS OR POWERS WITHOUT FORMAL ADMISSION

- A. No person shall be admitted as a member of or to this Company unless and until formally admitted pursuant to the affirmative action or written consent of not less than a "majority-in-interest" (as defined by the Rev. Act) of the members, unless otherwise set forth to the contrary in this Company's operating agreement, if any; and then in all instances, only pursuant to strict compliance with any other applicable term or condition governing member admission that may be set forth either herein or, if any, therein.
- B. No creditor, leinor, mortgagee, assignee, transferee, assignee, successor, assign or other holder of or to any issued and outstanding financial or voting interest in this Company shall have any automatic or vested right, privilege or other entitlement of membership to this Company (or to cause this Company or any of its managers or members to vote or consent to admit or cause the Company to admit such person into this Company's membership) prior to such formal admission.
- C. Without having been formally admitted as a member of this Company, no creditor, lienor, mortgagee, assignee, holder, successor, assign or other transferee of or to

any issued and outstanding financial or voting interest in this Company shall have or possess any right, power, authority, privilege or entitlement:

- (i) to exercise any right, entitlement or power of or as a member of this Company (including without limitation the valid exercise of any right or power to elect one or more managers or to vote on any matter concerning any aspect of this Company's business or affairs) or, if applicable, to otherwise participate in the management of this Company's business and affairs; or
- (ii) to act as a proxy or representative of a holder of any interest in this Company or any of its issued and outstanding securities or to grant or appoint to any other person (including any member of this Company), any proxy to vote or otherwise act on behalf of, or with respect to, any such interest or securities. Any attempt to grant or act as a proxy or representative of any interest in the Company (or holder thereof) in violation of these Articles or, if any, this Company's operating agreement shall be deemed void *ab initio* and without force or effect.
- D. Prior to the dissolution and winding-up of this Company, no issued and outstanding interest or security in this Company shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member or other holder of any such interest or securities, except as may be otherwise set forth in these Articles or, if any, this Company's operating agreement. Any attempt to transfer or assign any interest or security in or of this Company in violation of the Articles or, if any, this Company's operating agreement shall be deemed void *ab initio* and without force or effect.

ARTICLE VIII: GOVERNING DOCUMENTS

- A. These Articles may only be amended pursuant to the applicable provisions as may be set forth in these Articles or, if any, this Company's operating agreement, and all amendments, alterations, revisions, restatements or repeals to these Articles shall be in writing. In the absence of any applicable provision to the contrary set forth in this Company's operating agreement, if any, these Articles shall be amended only upon the unanimous affirmative action or written consent of this Company's members.
- B. All provisions (including any and all amendments, alterations, revisions, restatements or repeals) of this Company's operating agreement, if any, shall be in writing and shall be consistent with these Articles.

ARTICLE IX: SEVERABILITY

In the event all or any portion of any provision of these Articles is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

* * *

Dated: June 27, 2014.

Daniel T. White, Esq.

Authorized Representative of the Initial Members

CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of Chapter 605, F.S., Nuovo HSV, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

Registered agent: Daniel T. White, Esq.

Registered office: 13400 Progress Blvd., Alachua, FL 32615

Having been named as registered agent and to accept service of process for the above stated 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 as provided for in Chapter 605, F.S.

Name: Daniel T. White, Esq.

Dated: June 27, 2014