

L14000181896

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TALLAHASSEE FLORIDA

MAR 06 2015
J. BRUCE

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLORIDA ONCOLOGY TAVARES, 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:

DAVID A. DIAMOND, MD

Name of Person

FLORIDA ONCOLOGY TAVARES, LLC

Firm/Company

1603 LOOKOUT LANDING CIRCLE

Address

WINTER PARK, FL 32789

City/State and Zip Code

dagdmail@yahoo.com

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

For further information concerning this matter, please call:

David A. Diamond, MD

Name of Person

at (407)

Area Code

694-8327

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

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
FLORIDA ONCOLOGY TAVARES, LLC**

ARTICLE I - NAME

1.1 The name of this entity is Florida Oncology Tavares, LLC, with its initial articles of organization filed on November 24, 2014 and assigned document number L14000181896.

1.2 The street address of the principal office of the Florida Oncology Tavares, LLC is 1603 Lookout Landing Circle, Winter Park, FL 32789 and the mailing address is the same.

ARTICLE II - DURATION

2.1 This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 605.0108 (3), Florida Statutes.

ARTICLE III - PURPOSE

3.1 This Limited Liability Company is organized under Chapter 605, Florida Statutes, for the purpose of transacting any and all lawful business.

ARTICLE IV - MANAGEMENT

4.1 This Limited Liability Company is to be member-managed by its authorized members (AMBRs) in proportion their contributions to the capital of the Limited Liability Company as adjusted from time to time to properly reflect any additional contributions or withdrawals of the members. The members reserve the right to appoint and give a proper title to an authorized member to executed contracts and conduct other various business related activities on behalf of the entity as provided for in the Operating Agreement.

4.2 The names and street addresses of the initial authorized members (AMBRs)

of this Limited Liability Company are:

<u>MEMBER'S NAME:</u>	<u>STREET ADDRESS:</u>
Alvaro Alvarez-Farinetti MD	71 Hammock Beach Circle North, Palm Coast, FL 32137
Gary R. Graham MD	622 Charrice Place, Sanford, FL 32771
Michael D. Sombeck MD	3006 Lee Shore Loop, Orlando, FL 32820
Kelly E. LaFave MD	3900 Lake Sarah Drive, Orlando, FL 32804
Jeffrey G. Brabham MD	3432 Ashton Oaks Cove, Longwood, FL 32779
David A. Diamond MD	1603 Lookout Landing Circle, Winter Park, FL 32789

4.3 The total amount of initial equity ownership of each of the authorized members (AMBRs) and set aside for non-member "economic interest owner" is as follows:

Alvaro Alvarez-Farinetti MD	19.71%
Gary R. Graham MD	10.58%
Michael D. Sombeck MD	16.69%
Kelly E. LaFave MD	10.58%
Jeffrey G. Brabham MD	10.58%
David A. Diamond MD	28.78%

*reserved for "economic interest owner" 3.09%

No property other than cash is to be contributed. Subject to further agreement as set forth in the Operating Agreement, where the total cash contributions will be determined and identify non-authorized member "economic interest owner".

4.4 The Operating Agreement may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the regulations. The rights, powers or duties of a class or

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group of member may be senior to those of one or more existing class or groups of members. The Operating Agreement may establish a class of non-member "economic interest owner(s)".

Except as expressly provided in the Operating Agreement, no members shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

ARTICLE V - OWNERSHIP INTEREST / TRANSFERABILITY

5.1 Each member's status as a member of the Limited Liability Company shall be evidenced by a certificate executed by all members of the Limited Liability Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

5.2 No member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Operating Agreement. To accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of \$25.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and Social Security number.

VI - LIMITED LIABILITY

6.1 Except as and to the extent the Regulations specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of this Article or the

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Regulations shall be prospective only, and shall not adversely affect any limitation of the of the personal liability of a member or agent of the members of the Limited Liability Company at the time of the repeal or modification.

VII - DEATH/RESIGNATION, EXPULSION, BANKRUPTCY, DISSOLUTION OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER

7.1 Death. Resignation. Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under Sections 605.0701 and 605.0602, Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest (as such term is interpreted for purposes of Section 301.7701-2(b)(l) of the Treasury Regulations) of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the terms set forth in the Regulations and/or Operating Agreement. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

ARTICLE VIII - CONFLICTS

8.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which they are interested, directly

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or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties and shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE IX - INITIAL REGISTERED AGENT AND OFFICE

9.1 The name of the initial registered agent of this Limited Liability Company is Andrew J. LaFave, Esq., who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance, which Certificate is incorporated herein by reference. The street address of the initial registered office where the registered agent is located is 3900 Lake Sarah Drive, Orlando, FL 32804.

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ARTICLE X - AMENDMENT OF ARTICLES

10.1 The Limited Liability Company reserves the right to amend the Articles in any manner now or hereafter permitted by the law, or as provided by the Limited Liability Company's Regulations.

The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true. Each individual signature page will be incorporated into this document.

ARTICLE XI- COUNTERPARTS

11.1 The Amended and Restated Articles of Organization may be executed in one or more counterparts, each of which shall be deemed an original but all of which taken together shall constitute one and the same instrument. Signatures may be delivered electronically or by facsimile, and such copies shall be treated as originals for all purposes.

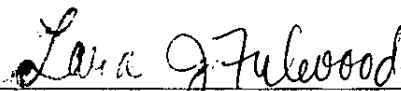
IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 9th day of February, 2015.



David A. Diamond

STATE OF FLORIDA)
COUNTY OF ORANGE)

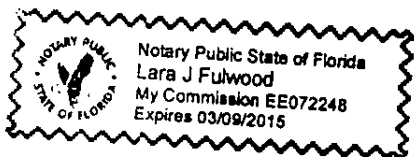
The foregoing instrument was acknowledged before me this 9th day of February, 2015, by David A. Diamond, who is personally known to me or who produced _____ as personal identification and who did take an oath.



NOTARY PUBLIC STATE OF FLORIDA

Lara J. Fulwood

Printed Name of Notary
COMMISSION No. EE072248
MY COMMISSION EXPIRES: 3/9/15

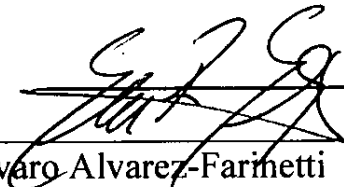


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IN WITNESS WHEREOF, the undersigned member has executed these Articles of

Organization this 9th day of February, 2015.




Alvaro Alvarez-Farinetti
2-9-2015

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 9th day of February, 2015, by Alvaro Alvarez-Farinetti, who is personally known to me or who produced Driver's license as personal identification and who did take an oath.


NOTARY PUBLIC STATE OF FLORIDA

Monica Spence
Printed Name of Notary
COMMISSION No. FF037167
MY COMMISSION EXPIRES: 9/9/17

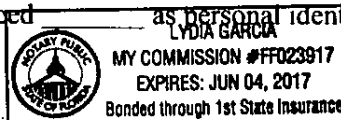
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IN WITNESS WHEREOF, the undersigned member has executed these Articles of
Organization this 9th day of February, 2015.

Gary R. Graham
Gary R. Graham

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 9th day of February, 2015, by Gary R. Graham, who is personally known to me or who produced as personal identification and who did take an oath.



NOTARY PUBLIC STATE OF FLORIDA

Lydia Garcia
Printed Name of Notary
COMMISSION No. FF023917
MY COMMISSION EXPIRES: 6-4-2017

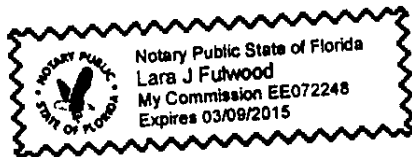
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IN WITNESS WHEREOF, the undersigned member has executed these Articles of
Organization this 6th day of February, 2015.

Kelly E. LaFave 2/6/15
Kelly E. LaFave

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 6th day of February, 2015, by Kelly E. LaFave, who is personally known to me or who produced _____ as personal identification and who did take an oath.



Lara J. Fulwood
NOTARY PUBLIC STATE OF FLORIDA

Lara J. Fulwood
Printed Name of Notary
COMMISSION No. EE072248
MY COMMISSION EXPIRES: 3/9/15

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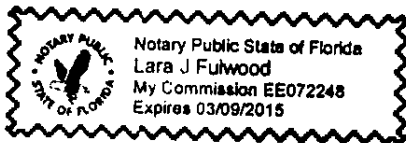
IN WITNESS WHEREOF, the undersigned member has executed these Articles of
Organization this 17th day of February, 2015.



Michael D. Sombeck

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 17 day of February, 2015, by Michael D. Sombeck, who is personally known to me or who produced _____ as personal identification and who did take an oath.



Lara J. Fulwood
NOTARY PUBLIC STATE OF FLORIDA

Lara J. Fulwood
Printed Name of Notary
COMMISSION No. EE072248
MY COMMISSION EXPIRES: 3/9/15

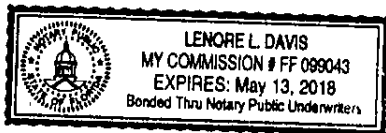
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IN WITNESS WHEREOF, the undersigned member has executed these Articles of
Organization this 9th day of February, 2015.


Jeffrey G. Brabham

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 9 day of February, 2015, by Jeffrey G. Brabham, who is personally known to me or who produced _____ as personal identification and who did take an oath.




NOTARY PUBLIC STATE OF FLORIDA

Lenore L. Davis
Printed Name of Notary
COMMISSION No. 5-13-18
MY COMMISSION EXPIRES:

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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of Sections 605.0113, *Florida Statutes*, relative to keeping open said office. I am familiar with and accept the obligations of registered agent for Florida Oncology Tavares, LLC.

DATED this _____ day of February, 2015.

By: _____
Andrew J. LaFave, Esq.
Registered Agent

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