

6/2/2016

Division of Corporations

**L15000112575**

Florida Department of State  
Division of Corporations  
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Email Address: jpez2ulo@mybeachcare.com

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BEACH CARE, PLLC**

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JUN 03 2016  
J. HARRIS

## **FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

The undersigned, pursuant to the provisions of Chapter 605 and Chapter 621 of the Florida Statutes (the "Acts"), for the purpose of amending the articles of organization filed on June 29, 2015 which formed a professional limited liability company under the laws of Florida, sets forth the following:

### **ARTICLE I NAME**

The name of the professional limited liability company is Beach Care, PLLC (the "Company").

### **ARTICLE II DURATION**

Unless earlier terminated under the Acts or the Company's operating agreement, the duration of the Company is perpetual.

### **ARTICLE III PURPOSE**

The Company is organized for the purpose of providing in-home medical services. The Company shall have all of the powers vested in a professional limited liability company organized and existing for this purpose.

### **ARTICLE IV MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The Company's mailing address is:

1340 Lincoln Road, Unit 607  
Miami Beach, FL 33139

The Company's principal place of business is located at:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1000 5th Street, Suite 409  
Miami Beach, FL 33139

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The registered agent and registered office in Florida for the Company is:

United States Corporation Agents, Inc.  
13302 Winding Oak Court, Suite A  
Tampa, FL 33612

**ARTICLE VI  
CONTRIBUTIONS**

A Member may contribute capital to the Company only in the manner prescribed by the Company's operating agreement. Non-cash contributions provided to the Company will be valued by the Manager(s), acting in their sole and absolute discretion. All contributions, in whatever form, will be classified as loans unless expressly agreed otherwise in a written agreement that is signed by a Manager of the Company.

**ARTICLE VII  
MEMBERSHIP**

Except as expressly provided in a written operating agreement, the Company shall have at least one member at all times and may only admit additional members upon the prior, unanimous written agreement of all then-existing members.

Notwithstanding any oral or written agreement to the contrary, a person or entity who is a prospective member of the Company does not attain status as a Member unless the Company has issued a valid equity unit certificate in the name of the Member that is signed by the Company's Manager or other duly authorized representative. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective member's status as a Member is thereby made effective retroactively or prospectively according to the date written on the certificate.

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**ARTICLE VIII  
CONTINUITY**

Except as expressly provided in a written operating agreement, on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Acts, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent of the Company's remaining members.

**ARTICLE IX  
MANAGEMENT**

Except as expressly provided in a written operating agreement, the Company will be managed by a manager or managers.

The initial Manager of the Company is Joseph Pezzulo.


**ARTICLE X  
OPERATING AGREEMENT**

Except as expressly provided in a written operating agreement, no operating agreement will be binding on the Company, its Member(s), or its Manager(s), unless it is in writing and signed by the party against whom enforcement is sought.

**ARTICLE XI  
INDEMNITY**

Except as expressly provided in a written operating agreement, the Company shall indemnify each Member, Manager, whether current or former, to the full extent permitted under the Acts.

Signature of the Company's Duly Authorized Representative:

  
\_\_\_\_\_  
Joseph Pezzulo, Manager

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