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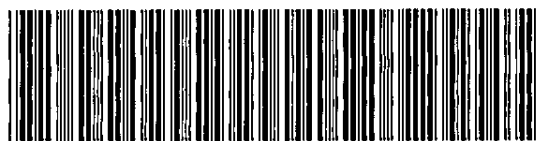
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DATE: 12/17/15

NAME: EMERALD SHORES IPA, LLC

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AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

This document prepared by:
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Butler Snow LLP
One Federal Place, Suite 1000
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Birmingham, Alabama 35203
Telephone: (205) 297-2200

**ARTICLES OF ORGANIZATION
OF
EMERALD SHORES IPA, LLC**

The undersigned organizer, for the purpose of forming a limited liability company under Title 36, Florida Statutes (2007), as amended (the "Florida Revised Limited Liability Company Act"), hereby files the following Articles of Organization with the Florida Department of State and attests that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be: **Emerald Shores IPA, LLC.**

**ARTICLE II
DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

**ARTICLE III
PURPOSES**

The nature of the business of the Company and its objects, purposes and powers are as follows:

- (a) To provide or arrange for the provision of professional medical services and medical products;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer,

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deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith; and

(c) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

ARTICLE IV **PRINCIPAL OFFICE ADDRESS**

The street and mailing address of the Company's principal office shall be 9290 Baldridge Road, Pensacola, Fl. 32514.

ARTICLE V **REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S SIGNATURE**

The location and mailing address of the initial registered office of the Company shall be 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301, and its registered agent at such address shall be Capitol Corporate Services, Inc.

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.


Registered Agent's Signature

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ARTICLE VI
INITIAL MEMBERS

The names and addresses of the initial members (the "Members") of the Company are as follows:

James Binkard, M.D.
9290 Baldrige Road
Pensacola, FL 32514

Hillary Hultstrand, M.D.
1921 E Nine Mile Road
Pensacola, FL 32514

George Smith, M.D.
14 West Jordan Street
Pensacola, FL 32501

Sarah Beth Sherer
851 East Interstate 65 Service Road South
Mobile, AL 36606

ARTICLE VII
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the determination by the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII
OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by the Members and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the State of Florida or these Articles of Organization.

ARTICLE IX
CONTINUATION UPON CESSATION OF MEMBER

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the

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Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or Articles of Organization.

ARTICLE X **MANAGEMENT**

The Company shall be managed by a Board of Managers, as provided in the Operating Agreement of the Company (the "Managers"). The names and addresses of the initial Managers of the Company are as follows:

James Binkard, M.D.
9290 Baldrige Road
Pensacola, FL 32514

Hillary Hultstrand, M.D.
1921 E Nine Mile Road
Pensacola, FL 32514

George Smith, M.D.
14 West Jordan Street
Pensacola, FL 32501

Sarah Beth Sherer
851 East Interstate 65 Service Road South
Mobile, AL 36606

ARTICLE XI **MEMBER AND MANAGER CLASSES AND VOTING RIGHTS**

The Company may have one or more classes or groups of Members or Managers as may be provided in the Operating Agreement of the Company, as the same may be amended from time to time. A Member or Manager may maintain a position in more than one class or group at any given time. The relative powers, duties, and rights, including, but not limited to, voting rights, of the Members and Managers may vary by class or group, as provided in the Operating Agreement of the Company. The Company may take action, to the extent that such action is consistent with the laws of the State of Florida, these Articles of Organization, or the Operating Agreement of the Company, without the vote or approval of one or more Members or Managers or classes or groups of Members or Managers, including an action to create one or more classes of interests in the Company that were not previously outstanding, but are authorized under the Articles of Organization or the Operating Agreement. The relative rights, powers, and duties of the Members and Managers shall be as further provided and elaborated in the Operating Agreement of the Company or as determined by the Managers of the Company by resolution.

ARTICLE XII **AMENDMENT**

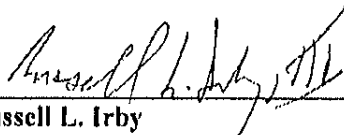
The Articles of Organization of the Company may only be amended upon the affirmative vote of at least seventy five percent (75%) of the membership interests entitled to vote.

ARTICLE XIII
ORGANIZER/AUTHORIZED REPRESENTATIVE

The name and address of the organizer/authorized representative are as follows:

Russell L. Irby
Butler Snow LLP
One Federal Place, Suite 1000
1819 Fifth Avenue North
Birmingham, AL 35203

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 16th day of December, 2015.



Russell L. Irby

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SECRETARY OF STATE
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